

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET
FOR THE PERIOD APRIL 1, 2023, THROUGH JULY 31, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 09/27/2023
JOSHUA A. SUSSBERG Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>

Second Interim Fee Application Covering the
Period April 1, 2023, through July 31, 2023:

FEE TOTALS	\$6,283,704.00
DISBURSEMENTS TOTALS	\$1,065,031.40
TOTAL FEE APPLICATION	\$7,348,735.40

	<u>FEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED:	\$14,608,155.50	\$1,346,058.31
TOTAL FEES ALLOWED TO DATE:	\$8,266,011.00	\$274,026.91
TOTAL RETAINER REMAINING:	\$529,673.00	\$0.00
TOTAL HOLDBACK (IF APPLICABLE):	\$1,256,740.80	\$0.00
TOTAL RECEIVED BY APPLICANT:	\$10,641,098.00	\$1,329,686.19

**SECTION II
CASE HISTORY**

- (1) Date case filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. See Exhibit B.

If limit on number of hours or other limitations to retention, set forth: N/A

- (4) Summarize in brief the benefits to the estate and attach supplements as needed: See narrative portion of fee application.
- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors (if applicable): This is the second interim compensation application. Distributions to creditors will be made in accordance with the proposed *Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1609].

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP

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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**SECOND INTERIM FEE APPLICATION OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE INTERIM FEE PERIOD
FROM APRIL 1, 2023, THROUGH AND INCLUDING JULY 31, 2023**

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its second interim fee application (the “Fee Application”) for allowance of compensation for professional services provided in the amount of \$6,283,704.00 and reimbursement of actual and necessary expenses in the amount of \$1,065,031.40 that K&E incurred for the period from

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965); and BlockFi Lending II LLC (0154). The location of the Debtors’ service address is 100 Horizon Center Blvd., 1st and 2nd Floors, Hamilton, NJ 08691.

April 1, 2023 through July 31, 2023 (the “Fee Period”). In support of this Fee Application, K&E submits the declaration of Joshua A. Sussberg, president of Joshua A. Sussberg, P.C., a partner of K&E, (the “Sussberg Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2016-1 and 2016-3 of the Local Rules of the United States Bankruptcy Court, District of New Jersey (the “Local Rules”), the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court*, dated January 17, 2023 [Docket No. 307] (the “Administrative Fee Order”).

Background

4. On November 28, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 29, 2022, the Court entered an order [Docket No. 42] authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request has been made for the appointment of a trustee or examiner in these chapter 11 cases. On December 21, 2022, the United

States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 130].

5. A description of the Debtors’ businesses, the reasons for commencing these chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Mark A. Renzi in Support of Debtors’ Chapter 11 Petitions and First-Day Motions* (the “First Day Declaration”),² filed on November 28, 2023 [Docket No. 17] and incorporated herein by reference.

6. On January 17, 2023, the Court entered the Administrative Fee Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

Information Required by the Guidelines

A. THE SCOPE OF THE APPLICATION.

1. Consistent with the Guidelines, K&E discloses the following concerning the scope of the Application:

Name of Applicant	Kirkland & Ellis LLP and Kirkland & Ellis International LLP
Name of Client	BlockFi Inc., <i>et al.</i> (Debtors and Debtors in Possession)
Petition Date	November 28, 2022
Retention Date	Order signed February 1, 2023, effective November 28, 2022. <i>See</i> Retention Order at Docket No. 448, a copy of which is attached hereto as <u>Exhibit B</u> .
Time Period Covered by Application	April 1, 2023 – July 31, 2023
Terms and Conditions of Employment	Hourly
Interim / Final	Interim application under 11 U.S.C. § 331

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the First Day Declaration or the *Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1609] (including its previously filed iterations, as amended or modified from time to time, the “Plan”), as applicable.

Date and Terms of Administrative Fee Order	On January 17, 2023, this Court entered the Administrative Fee Order. Pursuant to the Administrative Fee Order, Professionals, as defined therein, can file monthly fee statements with the Court. If there are no objections to a monthly fee statement, Professionals are entitled to payment of eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in their monthly fee statement. The Administrative Fee Order further provides that Professionals may file interim fee applications for allowance of compensation and reimbursement of expenses of the amount sought in their monthly fee statements, including the twenty percent (20%) holdback pursuant to section 331 of the Bankruptcy Code at four-month intervals or such other intervals directed by the Court.
11 U.S.C. § 330	K&E seeks compensation under 11 U.S.C. § 330.
Total Compensation (Fees) Sought this Period	\$6,283,704.00
Total Expenses Sought this Period	\$1,065,031.40
Total Compensation Approved by Interim Order to Date	\$8,266,011.00 ³
Total Expenses Approved by Interim Order to Date	\$274,026.91 ⁴
Blended Rate in This Application for All Attorneys	\$1,281.67
Blended Rate in This Application for All Timekeepers	\$1,251.43
Compensation Sought in This Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$3,981,536.80
Expenses Sought in This Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$1,048,659.28
If Applicable, Number of Professionals in This Application Not Included in Staffing Plan Approved by Client	19 ⁵

³ See Order Allowing Interim Compensation for Services Rendered and Reimbursement of Expenses of the Retained Professionals [Docket No. 1544] (the “First Interim Fee Order”).

⁴ *Id.*

⁵ The staffing plan approved by the Debtors included the attorneys and paraprofessionals that would predominantly staff these cases. The 19 additional professionals included in this Fee Application that were not included in the staffing plan billed \$413,937.50 in the aggregate during the Fee Period, which represents approximately 6.68% of the total fees billed during the Fee Period.

If Applicable, Difference Between Fees Budgeted and Compensation Sought for This Period	K&E budgeted \$6,628,000 -\$7,624,400 in fees during the Fee Period and incurred \$6,283,704.00 in fees during the Fee Period.
Number of Professionals Billing Fewer Than 15 Hours to the Case During This Period	18
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	N/A

Preliminary Statement

7. During the Fee Period, K&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues in an effort to enable the Debtors to maximize the value of their estates for the benefit of all parties in interest.

8. With K&E's advice and counsel, the Debtors accomplished, among other things, the following achievements:

- (a) filed a motion requesting a waiver of section 345(b) of the Bankruptcy Code in response to the unprecedented collapse of Silvergate Bank, Silicon Valley Bank, and Signature Bank;⁶
- (b) engaged in mediation sessions on June 5, 2023, June 6, 2023, and June 23, 2023, with the Committee in an effort to resolve issues in connection with the Plan;
- (c) participated in numerous mediation sessions with the Committee and successfully negotiated a settlement with the Committee on certain key issues surrounding the Plan;
- (d) filed two amended Plans⁷ and related Disclosure Statements;⁸

⁶ Debtors' *Emergency Motion for Entry of an Order (I) Granting a Limited Waiver of the Deposit Requirements of Section 345(b) of the Bankruptcy Code and (II) Granting Related Relief* [Docket No. 770].

⁷ *First Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 875] and the *Second Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1132].

⁸ *Disclosure Statement Relating to the First Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 874] and the *Disclosure Statement Relating*

- (e) drafted the Disclosure Statement Motion⁹ and the Supplemental Disclosure Statement Motion;¹⁰
- (f) filed the Wallet Reply¹¹ in support of the return of non-estate Wallet assets back to their clients and obtained entry of the Wallet Order¹² granting such relief;
- (g) worked with the joint provisional liquidators of BlockFi International Ltd. in connection with that company's wind up petition pending in the Supreme Court of Bermuda;
- (h) filed supplemental declarations in support of the Debtors' applications to retain the Applicant;
- (i) filed the Second Exclusivity Motion,¹³ the *Reply Memorandum in Support of the Debtors' Second Motion to Extend Exclusivity Periods* [Docket No. 1175] in response to the Committee's objection to the Second Exclusivity Motion, and numerous bridge orders extending the Debtors' exclusive period [Docket Nos. 889, 1052, 1086, 1194, and 1237];

to the Second Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1133] (collectively, the "Disclosure Statements").

⁹ Debtors' Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto [Docket No. 876] (the "Disclosure Statement Motion").

¹⁰ Debtors' Supplemental Motion for Entry of an Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Replying to Objections to the Disclosure Statement [Docket No. 1294] (the "Supplemental Disclosure Statement Motion").

¹¹ Debtors' Omnibus Reply in Support of Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) Honor Withdrawals from Wallet Accounts, (B) Update the User Interface to Properly Reflect Transactions and Assets as of the Platform Pause, and (C) Conduct Ordinary Course Reconciliation of Accounts, and (III) Granting Related Relief [Docket No. 805] (the "Wallet Reply").

¹² Order (I) Authorizing the Debtors to (A) Honor Withdrawals from Wallet Accounts, (B) Update the User Interface to Properly Reflect Transactions and Assets as of the Platform Pause, and (C) Conduct Ordinary Course Reconciliation of Accounts, and (II) Granting Related Relief (the "Wallet Order").

¹³ Debtors' Second Motion for Entry of an Order (I) Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code and (II) Granting Related Relief [Docket No. 886] (the "Second Exclusivity Motion").

- (j) filed the Wallet Application¹⁴ to facilitate client withdrawals from their Wallet Accounts and obtained entry of an order approving the Wallet Application [Docket No. 1207];
- (k) filed monthly operating reports for each month of the Fee Period; and
- (l) responded to voluminous diligence requests by the Committee.

Case Status Summary

9. These chapter 11 cases present significant legal issues, many of which are complex and matters of first impression. During the Fee Period, the Debtors and their advisors have worked to resolve the complex issues in these chapter 11 cases and continue to do so as they work to maximize returns for their clients. In spite of the complexities of these chapter 11 cases, the Debtors, with the assistance of their advisors, have accomplished a great deal during the Fee Period from both an administrative and operational perspective. For example, as advised by K&E, the Debtors have, among other things: (a) filed a reply in support of the motion seeking to return non-estate Wallet assets back to their clients and provided voluminous diligence to the Troutman Ad Hoc Committee and Committee in an effort to resolve and narrow the issues presented; (b) negotiated with the Committee over the terms of the Wallet Order and prevailed in a contested hearing to obtain entry of the Wallet Order; (c) filed multiple Plans and related Disclosure Statements; (d) participated in mediation with the Committee and successfully negotiated the Committee Settlement that is embodied in the Plan; (e) filed an application for entry of an order clarifying the Wallet Order to facilitate client withdrawals of their Wallet Assets; (f) worked closely with the Joint Provisional Liquidators in connection with international issues, including the concurrent proceeding of BlockFi International Ltd. pending in the Supreme Court of

¹⁴ *Application in Lieu of Motion in Support of Entry of an Order (I) Establishing that all Withdrawals of Wallet Assets are Final and (II) Granting Related Relief* [Docket No. 1143] (the “Wallet Application”).

Bermuda; (g) worked closely with regulators regarding numerous governmental and regulatory issues; (h) prepared and filed supplemental retention declarations for the Applicant; (i) drafted the Disclosure Statement Motion and the Supplemental Disclosure Statement Motion; (j) brought stability to the Debtors' cash management system in light of the Silicon Valley Bank receivership and other bank failures; and (k) filed their Second Exclusivity Motion, the Exclusivity Reply, and related bridge orders, all as more fully described herein.

10. Given the Debtors' accomplishments during the Fee Period, as advised by K&E, and the complexities of these chapter 11 cases, K&E submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period is reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases and should be approved.

The Debtors' Retention of K&E

11. On February 1, 2023, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 448] (the "Retention Order"), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, the Local Rules, and the Administrative Fee Order. The Retention Order also authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of November 12, 2022, and attached hereto as **Exhibit C** (the "Engagement Letter").

12. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their businesses and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates and consistent with the services identified in the Retention Order;
- c. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts in connection with the services in the Retention Order; and
- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

Disinterestedness of K&E

13. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 133-2] (the "K&E Declaration"), (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declaration.

14. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the K&E Declaration, K&E disclosed its connections to parties in interest that

it has been able to ascertain using its reasonable efforts. K&E will update the K&E Declaration, as appropriate, if K&E becomes aware of relevant and material new information.

15. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

16. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declaration, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

17. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Administrative Fee Order

18. This Fee Application has been prepared in accordance with the Administrative Fee Order.

19. K&E seeks interim compensation for professional services rendered to the Debtors during the Fee Period in the amount of \$6,283,704.00 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$1,065,031.40. During the Fee Period, K&E attorneys and paraprofessionals expended a total of 5,021.20 hours for which compensation is requested.

20. In accordance with the Administrative Fee Order, as of the date hereof, K&E has received payments totaling \$5,030,196.08 (\$3,981,536.80 of which was for services provided and \$1,048,659.28 of which was for reimbursement of expenses) for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing

on this Fee Application, K&E seeks payment of the remaining \$2,318,539.32, which amount represents the entire amount of unpaid fees and expenses incurred between April 1, 2023, and July 31, 2023.¹⁵

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

21. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan for this Fee Period and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

22. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a

¹⁵ This amount also reflects the 20% holdback for the Fee Period.

summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 133] (the "Retention Application").

C. Expenses Incurred During Fee Period.

23. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Rules and the Retention Order, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

24. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

25. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

26. To provide a meaningful summary of K&E's services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a "Matter Category") in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:¹⁶

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
3	Adversary Proceeding & Contested Matters	1,104.00 - 1,270.00	836.90	\$1,125,000.00 - \$1,294,000.00	\$1,098,890.50
4	Automatic Stay Matters	8.00 - 9.00	7.90	\$8,000.00 - \$9,000.00	\$7,426.50
6	Case Administration	185.00 - 213.00	116.60	\$163,000.00 - \$187,000.00	\$156,627.00
7	Cash Management	94.00 - 108.00	69.70	\$91,000.00 - \$105,000.00	\$88,761.00
8	Customer and Vendor Communications	84.00 - 97.00	52.70	\$75,000.00 - \$86,000.00	\$69,708.50
9	Claims Administration and Objections	55.00 - 63.00	21.30	\$52,000.00 - \$60,000.00	\$27,230.50
10	Official Committee Matters and Meetings	52.00 - 60.00	15.70	\$46,000.00 - \$53,000.00	\$24,223.50
11	Use, Sale, and Disposition of Property	203.00 - 233.00	115.10	\$195,000.00 - \$224,000.00	\$155,575.00
12	Corp., Governance, & Securities Matters	70.00 - 81.00	12.90	\$65,000.00 - \$75,000.00	\$21,305.50
13	Employee Matters	35.00 - 40.00	17.50	\$33,000.00 - \$38,000.00	\$26,426.00
15	SOFAs and Schedules	52.00 - 60.00	12.30	\$46,000.00 - \$53,000.00	\$12,934.50
16	Hearings	81.00 - 93.00	47.30	\$78,000.00 - \$90,000.00	\$74,657.50
17	Insurance and Surety Matters	101.00 - 116.00	22.10	\$91,000.00 - \$105,000.00	\$32,907.00
18	Disclosure Statement, Plan, Confirmation	1,833.00 - 2,108.00	1,765.50	\$1,907,000.00 - \$2,193,000.00	\$2,174,410.00
19	International Issues	36.00 - 41.00	7.20	\$33,000.00 - \$38,000.00	\$12,765.00
20	K&E Retention and Fee Matters	419.00 - 482.00	317.00	\$306,000.00 - \$352,000	\$291,239.00
21	Non-K&E Retention and Fee Matters	94.00 - 108.00	84.50	\$83,000.00- \$95,000.00	\$80,383.50
22	Tax Matters	61.00 - 70.00	25.40	\$58,000.00 - \$67,000.00	\$37,711.00
23	Non-Working Travel	198.00 - 228.00	59.90	\$98,000.00 - \$113,000.00	\$92,477.00

¹⁶ In certain instances, K&E may have billed the same amount of fees, but different amount of hours to different Matter Categories. This difference is the result of different staffing of each such matter category.

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
24	U.S. Trustee Communications & Reporting	30.00 – 35.00	17.10	\$29,000.00 - \$33,000.00	\$18,617.50
25	Regulatory	439.00 – 505.00	302.80	\$377,000.00 - \$434,000.00	\$357,459.00
26	Investigation Matters	661.00 – 760.00	545.60	\$737,000.00 - \$848,000.00	\$777,228.00
27	Expenses	N/A	N/A	N/A	\$1,065,031.40
28	Pro Se Party Communication	200.00 – 230.00	15.60	\$173,000.00 - \$199,000.00	\$15,917.00
29	Wallet Withdrawal Relief	746.00 – 858.00	532.60	\$759,000.00 - \$873,000.00	\$628,824.00
TOTALS		6,841.00 – 7,867.00	5,021.20	\$6,628,000.00 - \$7,624,400.00	\$6,283,704.00

27. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

28. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit I**, and K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J**.

(a) **Adversary Proceedings and Contested Matters [Matter No. 3]**

Total Fees: \$1,098,890.50

Total Hours 836.90

29. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to litigation, adversary proceedings, and/or contested matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, drafting, negotiating, and seeking approval of various bankruptcy pleadings related to contested matters;
- (ii) preparing witnesses to testify in support of contested motions and applications and defending depositions in connection therewith;
- (iii) developing strategies around potential litigation issues and drafting and revising documents in connection with the same; and
- (iv) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(b) **Automatic Stay Matters [Matter No. 4]**

Total Fees: \$7426.50

Total Hours 7.90

30. This Matter Category includes time spent by K&E attorneys and paraprofessionals assessing issues related to the imposition of the automatic stay. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing and drafting responses to correspondence received from the Debtors' clients regarding automatic stay considerations; and
- (ii) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(c) **Case Administration [Matter No. 6]**

Total Fees: \$156,627.00

Total Hours 116.60

31. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services relating to the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating, managing, and administering these chapter 11 cases on a daily basis, including monitoring critical dates and maintaining a case calendar, task lists, and work-in-progress reports;
- (ii) establishing procedures for case administration and docket monitoring;

- (iii) facilitating compliance with all applicable requirements of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and orders or procedures issued by the Bankruptcy Court;
- (iv) conducting phone conferences and corresponding to coordinate efforts among K&E specialist groups and co-counsel at Haynes and Boone LLP; and
- (v) coordinating case management tasks among K&E personnel and other retained professionals.

32. Time billed to this Matter Category also includes work and meetings relating to multiple matters such that the time cannot be easily allocated to one of the other Matter Categories.

(d) **Cash Management [Matter No. 7]**

Total Fees: \$88,761.00

Total Hours 69.70

33. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the Debtors' cash management system. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) complying with reporting requirements in accordance with the *Final Order (I) Authorizing the Debtors to (A) Continue Use of Existing Business Forms and Records, (B) Maintain Existing Corporate Bank Accounts and Cash Management System, (C) Pay Prepetition Bank Fees Associated with the Cash Management System, and (D) Continue Performance of Intercompany Transactions, (II) Granting Superpriority Administrative Expense Status to Postpetition Intercompany Balances, and (III) Waiving Certain U.S. Trustee Requirements* [Docket No. 306];
- (ii) drafting, filing, and advocating in support of the Debtors' *Emergency Motion for Entry of an Order (I) Granting a Limited Waiver of the Deposit Requirements of Section 345(b) of the Bankruptcy Code and (II) Granting Related Relief* [Docket No. 770] and obtaining partial Court approval of same [Docket No. 810];
- (iii) advising the Debtors with regard to cash management matters in connection with the Silvergate Bank, Silicon Valley Bank, and Signature Bank failures; and
- (iv) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(e) **Customer and Vendor Communications [Matter No. 8]**

Total Fees: \$69,708.50

Total Hours 52.70

34. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on creditor communications and vendor issues, including with respect to first day relief and postpetition business activities. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting, reviewing, and revising communications materials regarding the Debtors' chapter 11 cases, including communication materials from the Debtors addressed to their clients via email and social media;
- (ii) researching and analyzing inquiries raised by various customers and coordinating with the Debtors' other advisors with respect to the same;
- (iii) corresponding with various customers with respect to their inquiries regarding the chapter 11 cases, bar date, proof of claim filing process, and Wallet Withdrawal Motion (as defined herein); and
- (iv) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(f) **Claims Administration and Objections [Matter No. 9]**

Total Fees: \$27,230.50

Total Hours 21.30

35. This Matter Category includes time K&E attorneys and paraprofessionals spent on matters relating to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) responding to various inquiries about the claims process, the bar dates, the amended claims bar date, and claims resolution from various parties;
- (ii) coordinating with the Debtors' retained professionals regarding the amended claims bar date and the claims reconciliation process; and
- (iii) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(g) **Official Committee Matters and Meetings [Matter No. 10]**

Total Fees: \$24,223.50

Total Hours 15.70

36. This Matter Category includes time spent by K&E attorneys providing services relating to statutory committees. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) communicating with the Committee regarding overall case updates;
- (ii) responding to the Committee's objections to various filings and negotiating resolutions regarding the same;
- (iii) meeting and corresponding with the Committee's advisors to provide updates as to developments in the cases;
- (iv) coordinating with the Debtors to provide the Committee access to the Debtors' employees for formal and informal interviews;
- (v) producing voluminous documents in response to Committee requests;
- (vi) attending weekly case status conferences with the Committee; and
- (vii) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(h) **Use, Sale, and Disposition of Property [Matter No. 11]**

Total Fees: \$155,575.00

Total Hours 115.10

37. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the Debtors' property interests. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) analyzing strategy and approach with the Debtors and their other advisors regarding the potential sale processes, including exploring a sale of the Debtors' customer platform; and
- (ii) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(i) **Corporate, Governance, and Securities Matters [Matter No. 12]**

Total Fees: \$21,305.50

Total Hours 12.90

38. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors and the Board of Directors (the “Board”) regarding corporate matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing for and participating in meetings with the Debtors’ Board and management team in connection with case updates and the chapter 11 process;
- (ii) reviewing, analyzing, and advising the Debtors with respect to various financial, corporate governance, securities, and compliance issues; and
- (iii) coordinating and communicating with the Debtors and the Debtors’ other advisors, and relevant stakeholders regarding the foregoing activities.

(j) **Employee Matters [Matter No. 13]**

Total Fees: \$26,426.00

Total Hours 17.50

This Matter Category includes time spent by K&E attorneys and paraprofessionals for services relating to employee matters. Specifically, K&E attorneys spent time:

- (i) coordinating with the Debtors and other retained professionals to administer the retention programs pursuant to the *Order (I) Approving the Debtors’ Retention Programs and (II) Granting Related Relief* [Docket No. 423]; and
- (ii) coordinating with the Debtors regarding an employee transition plan and related issues.

(k) **SOFAs and Schedules [Matter No. 15]**

Total Fees: \$12,934.50

Total Hours 12.30

39. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to advising the Debtors and other advisors in connection with the

preparation, review, revision, and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs and redaction matters in connection therewith (the "Schedules and Statements"). Specifically, K&E attorneys and paraprofessionals spent time conferring and corresponding with the Debtors and the Debtors' other advisors regarding the amended Schedules and Statements.

(1) **Hearings [Matter No. 16]**

Total Fees: \$74,657.50

Total Hours 47.30

40. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to preparing for and attending several hearings during the Fee Period (the "Hearings"), including preparing agendas, orders, and binders related to Hearings, settling orders before and after Hearings, and corresponding with various parties in preparation for and after the Hearings. These services also included conferences to discuss multiple matters scheduled for a specific Hearing and coordinating Hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending Hearings including:

- (i) the hearing on April 19, 2023 regarding the *Debtors' Motion for Entry of an Order (I) Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code and (II) Granting Related Relief* [Docket No. 659];
- (ii) the hearing on April 27, 2023 regarding the *Debtors' Emergency Motion for Entry of an Order (I) Granting a Limited Waiver of the Deposit Requirements of Section 345(b) of the Bankruptcy Code and (II) Granting Related Relief* [Docket No. 770];
- (iii) the hearing on May 8, 2023 regarding the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) Honor Withdrawals from Wallet Accounts, (B) Update the User Interface to Properly Reflect Transactions and Assets as of the Platform Pause, and (C) Conduct Ordinary Course Reconciliation of Accounts, and (III) Granting Related Relief* [Docket No. 121] (the "Wallet Withdrawal Motion"); and

- (iv) the hearing on July 17, 2023 regarding the Second Exclusivity Motion.
- (m) **Insurance and Surety Matters [Matter No. 17]**

Total Fees: \$32,907.00

Total Hours 22.10

41. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that the Debtors' insurance policies continue to be maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) ensuring the Debtors maintained sufficient insurance coverage as required by the chapter 11 operating guidelines; and
- (ii) coordinating and communicating with the Debtors, the Debtors' other advisors, insurance brokers, and relevant stakeholders regarding the foregoing activities.
- (n) **Disclosure Statement, Plan, Confirmation [Matter No. 18]**

Total Fees: \$2,174,410.00

Total Hours 1,765.50

42. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing a chapter 11 plan and disclosure statement in connection with these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and conducting diligence regarding legal and factual issues relevant to the Disclosure Statement and Plan, and advising the Debtors on all aspects of their chapter 11 strategy;
- (ii) drafting, revising, and analyzing issues related to the Plan, Disclosure Statement, and Disclosure Statement Motions and related exhibits;
- (iii) researching, reviewing, and evaluating precedent and case law regarding potential chapter 11 plan terms;
- (iv) researching, drafting, and revising the Second Exclusivity Motion to extend the Debtors' exclusive period within which to file a chapter 11 plan and solicit acceptances thereof;

- (v) drafting, revising, and filing the *Debtors' Motion for Entry of an Order (I) Authorizing and Approving the Settlement and Release of Claims and Causes of Action by and Among the Debtors and Certain of the Debtors' Insiders, and (II) Granting Related Relief* [Docket No. 1173];
- (vi) corresponding with parties in interest regarding potential Plan terms;
- (vii) drafting and filing multiple iterations of the Plan and Disclosure Statement;
- (viii) participating in various mediation sessions with the Committee;
- (ix) negotiating a settlement with the Committee regarding various issues with the Plan;
- (x) obtaining conditional approval of the Disclosure Statement and preparing to launch solicitation on the Debtors' third amended Plan; and
- (xi) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.
- (o) **International Issues [Matter No. 19]**

Total Fees: \$12,765.00

Total Hours 7.20

43. This Matter Category includes time spent by K&E attorneys and paraprofessionals on a variety of tasks that were necessary to ensure compliance with non-U.S. law. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and corresponding with foreign counsel regarding chapter 11 issues, including analyzing, discussing, and addressing effects of this Court's orders on the Debtors' international client base;
- (ii) coordinating with foreign counsel regarding the chapter 11 case and wind up petition of BlockFi International Ltd. pending in the Supreme Court of Bermuda; and
- (iii) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(p) **K&E Retention and Fee Matters [Matter No. 20]**

Total Fees: \$291,239.00

Total Hours 317.00

44. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) implementing internally established procedures which require the continuous analysis of potential new conflicts;
- (ii) preparing updated professional disclosures for filing with the Court;
- (iii) preparing and distributing K&E's monthly fee statements in accordance with the Administrative Fee Order;
- (iv) participating in telephone conferences and corresponding with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same; and
- (v) reviewing all time entries to ensure compliance with the Administrative Fee Order, applicable provisions of the Bankruptcy Code, and the Guidelines, and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors.

(q) **Non-K&E Retention and Fee Matters [Matter No. 21]**

Total Fees: \$80,383.50

Total Hours 84.50

45. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing, revising, and filing the retention application of Deloitte Tax LLP as tax services provider to the Debtors, and coordinating and analyzing related issues regarding the same;
- (ii) reviewing and commenting on other advisors' supplemental declarations;

- (iii) assisting the Debtors' other advisors regarding their respective fee statements; and
- (iv) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(r) **Tax Matters [Matter No. 22]**

Total Fees: \$37,711.00

Total Hours 25.40

46. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the Debtors on tax issues relating to or arising during the chapter 11 cases. During the Fee Period, K&E attorneys spent time analyzing certain tax issues arising in connection with the Debtors' business operations and the Debtors' business structure, and coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing.

(s) **Non-Working Travel [Matter No. 23]**

Total Fees: \$92,477.00

Total Hours 59.90

47. This Matter Category includes time spent by K&E attorneys and paraprofessionals traveling in connection with their representation of the Debtors. The amounts presented for review and the request for payment in the Fee Application reflect a reduction of one half the charges for travel time.

(t) **U.S. Trustee Communications and Reporting [Matter No. 24]**

Total Fees: \$18,617.50

Total Hours 17.10

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to the following issues:

- (i) coordinating efforts among the Debtors and their other professionals to address various concerns and issues raised by the U.S. Trustee; and
- (ii) preparing reports in compliance with the U.S. Trustee's chapter 11 operating guidelines.
- (u) **Regulatory [Matter No. 25]**

Total Fees: \$357,459.00

Total Hours 302.80

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to compliance with state and federal regulations. Specifically, this Matter Category includes time spent by K&E attorneys and paraprofessionals:

- (i) analyzing regulatory compliance regarding applicable regulatory bodies and laws, including antitrust law, CFIUS, the FDIC, MTRA, the SEC, and other state and federal agencies and regulations;
- (ii) drafting and revising pleadings and other case documents to ensure regulatory compliance; and
- (iii) corresponding with the Debtors and the Debtors' other advisors regarding the foregoing activities.
- (v) **Investigation Matters [Matter No. 26]**

Total Fees: \$777,228.00

Total Hours 545.60

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the Committee's ongoing investigation and the investigation being carried out by the Special Committee of the Debtors' Board of Directors. Specifically, this Matter Category includes time spent by K&E attorneys and paraprofessionals:

- (i) identifying, reviewing, and producing voluminous documents in response to requests for production from the Committee and other stakeholders;
- (ii) preparing and updating privilege logs with regard to document review and production;

- (iii) preparing witnesses for and defending against multiple depositions;
- (iv) drafting a report based on the findings of the investigation conducted by the Special Committee of the Debtors' Board of Directors;
- (v) researching and evaluating potential terms of retention of potential discovery-related professionals; and
- (vi) conferencing with K&E attorneys and paraprofessionals and the Debtors' other advisors with regard to the foregoing activities.
- (w) **Pro Se Party Communication [Matter No. 28]**

Total Fees: 15,917.00

Total Hours 15.60

51. This Matter Category includes time spent by K&E attorneys responding to correspondence and telephone calls received from pro se parties, including customers, regarding various inquiries related to these chapter 11 cases, the Plan, and the Wallet Withdrawal Motion.

- (x) **Wallet Withdrawal Relief [Matter No. 29]**

Total Fees: \$628,824.00

Total Hours 532.60

52. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the Wallet Withdrawal Motion and related matters. Specifically, this Matter Category includes time spent by K&E attorneys and paraprofessionals:

- (i) drafting, reviewing, and revising the Wallet Reply in response to objections to the Wallet Withdrawal Motion and obtaining Court approval of the Wallet Withdrawal Motion;
- (ii) filing the Wallet Application to facilitate wallet withdrawals pursuant to the Wallet Withdrawal Motion and coordinate with the Debtors and their other professionals regarding the same;
- (iii) preparing for status conferences and hearings regarding the Wallet Withdrawal Motion, including the hearing granting entry of an order in connection therewith; and

- (iv) corresponding with the Debtors and the Debtors' other advisors regarding the foregoing activities.

Actual and Necessary Expenses Incurred by K&E

53. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$1,065,031.40 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

Reasonable and Necessary Services Provided by K&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

54. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

55. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with over 175 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special counsel in many large chapter 11 cases.

56. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate and tax groups were heavily involved with K&E's representation

of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

57. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

58. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

59. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Fee Period, K&E voluntarily reduced its fees by \$364,581.50 and expenses by \$15,796.50.¹⁷ Consequently, K&E does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

K&E's Requested Compensation and Reimbursement Should be Allowed

60. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

¹⁷ K&E also voluntarily reduced its expenses by an additional \$91,573.00 for travel-related expenses.

- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

61. In determining the reasonableness of fees, courts routinely “employ the twelve factors set forth in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974).” *Staiano v. Cain (In re Lan Assocs. XI, L.P.)*, 192 F.3d 109, 123 (3d Cir. 1999); *see In re Redington*, No. 16 18407, 2018 WL 6444387, at *8 (Bankr. D.N.J. Dec. 6, 2018) (applying the *Johnson* factors). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Id.* at 123 n.8.

62. In addition, Section 331 of the Bankruptcy Code provides that a debtor’s attorney employed under section 327 of the Bankruptcy Code may apply to the Court for interim compensation not more than once every 120 days after an order for relief in a case under chapter 11. *See* 11 U.S.C. § 331.

63. In the instant case, K&E devoted a substantial amount of time and effort to addressing the numerous issues involved in these chapter 11 cases. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, believed to be necessary to effectively represent the Debtors, and were performed economically,

effectively, and efficiently. Because K&E's services benefitted the Debtors' estates, K&E respectfully submits that it performed "actual and necessary" services compensable under Section 330 of the Bankruptcy Code.

64. Further, K&E submits that consideration of the relevant factors enumerated in *Lan Assocs.*, 192 F.3d at 123 n.8, establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Debtor:

- a. *The Time and Labor Required.* The professional services rendered by K&E on behalf of the Debtors have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to address the many complex issues encountered by the Debtors in these cases with skill and dispatch. K&E respectfully represents that the services rendered by it were performed efficiently, effectively and economically.
- b. *The Novelty and Difficulty of Questions.* These cases have presented numerous novel questions of law arising from novel factual circumstances, both generally and compared to other cryptocurrency bankruptcy cases.
- c. *The Skill Required to Perform the Legal Services Properly.* K&E believes that its recognized expertise in the area of insolvency proceedings and reorganization, particularly in the cryptocurrency industry, contributes to the efficient and effective representation of the Debtors in these chapter 11 cases.
- d. *The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.* K&E's representation of the Debtors did not preclude its acceptance of new clients. However, the complex issues that arose in these cases required attention on a continuing basis, requiring K&E's professionals to commit significant portions of their time to these chapter 11 cases.
- e. *The Customary Fee.* The fee sought herein is based on K&E's normal hourly rates for services of this kind. K&E respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Debtors. K&E's hourly rates and the fees requested herein are commensurate with fees K&E has been awarded in other chapter 11 cases, as well as with fees charged by other attorneys of comparable experience.
- f. *Whether the Fee is Fixed or Contingent.* Not applicable.

- g. Time Limitations Imposed by Client or other Circumstances. Not applicable.
- h. The Amount Involved and Results Obtained. K&E respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous, complex issues that had to be addressed during the Fee Period.
- i. The Experience, Reputation and Ability of the Attorneys. K&E is a professional association that practices extensively in the fields of, among many others, bankruptcy and corporate restructuring, litigation, real estate, tax, corporate, finance, and employment. K&E has represented debtors, creditors, fiduciaries, and numerous other parties in hundreds of cases in various Bankruptcy Courts throughout the country.
- j. The Undesirability of the Case. Not applicable.
- k. The Nature and Length of Professional Relationship. Not applicable.
- l. Awards in Similar Cases. As previously indicated, the fees sought herein are commensurate with fees K&E has been awarded in other chapter 11 cases.

65. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

66. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$650.00 to \$2,245.00. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a

fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

67. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

68. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

69. No previous application for the relief sought herein has been made to this or any other Court.

Reservation of Rights and Notice

70. It is possible that some professional time expended or expenses incurred during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications. In addition, the Debtors have provided notice of this Fee Application to: (a) the U.S. Trustee; (b) the Committee; (c) the United States Attorney's Office for the District of New Jersey; (d) the Internal Revenue Service; (e) the U.S. Securities and

Exchange Commission; (f) the attorneys general in the states where the Debtors conduct their business operations; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”).

No Prior Request

71. No prior application for the relief requested herein has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E interim compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$6,283,704.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$1,065,031.40; (b) authorizing and directing the Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: September 27, 2023

/s/ Joshua A. Sussberg

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

Christine A. Okike, P.C. (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

(212) 446-4800

jsussberg@kirkland.com

christine.okike@kirkland.com

*Attorneys for Debtors and
Debtors in Possession*

Exhibit A

Sussberg Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**DECLARATION OF JOSHUA A. SUSSBERG IN SUPPORT
OF THE SECOND INTERIM FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE INTERIM FEE
PERIOD FROM APRIL 1, 2023, THROUGH AND INCLUDING JULY 31, 2023**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Ave., New York, New York, 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, “K&E”).² I am one of the lead attorneys from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Court of Appeals for the Fifth Circuit, the United States District Court for the Northern District of Illinois, and the United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965); and BlockFi Lending II LLC (0154). The location of the Debtors’ service address is 100 Horizon Center Blvd., 1st and 2nd Floors, Hamilton, NJ 08691.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the “Fee Application”). To the best of my knowledge, information, and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Rules 2016-1 and 2016-3

3. In connection therewith, I hereby certify that:

- a. to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b. except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E’s clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors’ case;
- c. K&E is seeking compensation with respect to approximately 210.00 hours and \$197,344.00 in fees spent reviewing and revising invoices for privileged or confidential information;
- d. in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
- e. in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Rules; and
- f. all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

[Remainder of Page Intentionally Left Blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 27, 2023

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
(201) 489-3000
msirota@coleschotz.com
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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
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richard.kanowitz@haynesboone.com
kenric.kattner@haynesboone.com

Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



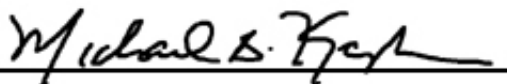
Order Filed on February 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

(Page | 3)

Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

(Page | 4)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

(Page | 5)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
 - g. advising the Debtors in connection with any potential sale of assets;
 - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
 - i. advising the Debtors regarding tax matters;
 - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
 - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

(Page | 6)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

(Page | 7)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

(Page | 8)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

(Page | 9)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit C

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
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601 Lexington Avenue
New York, NY 10022
United States

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Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
Page 2

CONFIDENTIAL

secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
Page 3

CONFIDENTIAL

Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
Page 4

CONFIDENTIAL

therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
Page 5

CONFIDENTIAL

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
Page 6

CONFIDENTIAL

present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
Page 7

CONFIDENTIAL

relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
Page 8

CONFIDENTIAL

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.


Very truly yours,

KIRKLAND & ELLIS LLP

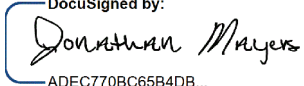
KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
Page 9

CONFIDENTIAL

By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:
By: 
Name: Jonathan Mayers
Title: General Counsel

KIRKLAND & ELLIS LLP

Mr. Mayers
December 12, 2022
Page 1

CONFIDENTIAL

SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES***Effective 01/01/2022*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit D

Budget and Staffing Plan

Budget and Staffing Plan

**(For Matter Categories for the Period Beginning on
April 1, 2023, and Ending on July 31, 2023)**

Budget

Matter Number	Project Category Description	Hours Budgeted	Total Compensation Budgeted
3	Adversary Proceeding & Contested Matts.	1,104.00 - 1,270.00	\$1,125,000 - \$1,294,000
4	Automatic Stay Matters	8.00 – 9.00	\$8,000 - \$9,000
6	Case Administration	185.00 – 213.00	\$163,000 - \$187,000
7	Cash Management	94.00 – 108.00	\$91,000 - \$105,000
8	Customer and Vendor Communications	84.00 – 97.00	\$75,000 - \$86,000
9	Claims Administration and Objections	55.00 – 63.00	\$52,000 - \$60,000
10	Official Committee Matters and Meetings	52.00 – 60.00	\$46,000 - \$53,000
11	Use, Sale, and Disposition of Property	203.00 – 233.00	\$195,000 - \$224,000
12	Corp., Governance, & Securities Matters	70.00 – 81.00	\$65,000 - \$75,000
13	Employee Matters	35.00 – 40.00	\$33,000 - \$38,000
15	SOFAs and Schedules	52.00 – 60.00	\$46,000 - \$53,000
16	Hearings	81.00 – 93.00	\$78,000 - \$90,000
17	Insurance and Surety Matters	101.00 – 116.00	\$91,000 - \$105,000
18	Disclosure Statement, Plan, Confirmation	1,833.00 - 2,108.00	\$1,907,000 - \$2,193,000
19	International Issues	36.00 – 41.00	\$33,000 - \$38,000
20	K&E Retention and Fee Matters	419.00 – 482.00	\$306,000 - \$352,000
21	Non-K&E Retention and Fee Matters	94.00 – 108.00	\$83,000 - \$95,000
22	Tax Matters	61.00 – 70.00	\$58,000 - \$67,000
23	Non-Working Travel	198.00 – 228.00	\$98,000 - \$113,000
24	U.S. Trustee Communications & Reporting	30.00 – 35.00	\$29,000 - \$33,000
25	Regulatory	439.00 – 505.00	\$377,000 - \$434,000
26	Investigation Matters	661.00 – 760.00	\$737,000 - \$848,000
27	Expenses	-	-
28	Pro Se Party Communication	200.00 – 230.00	\$173,000 - \$199,000
29	Wallet Withdrawal Relief	746.00 – 858.00	\$759,000 - \$873,000
TOTAL		6,841.00 – 7,867.00	\$6,628,000 - \$7,624,400

Staffing Plan

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter Categories During the Budget Period	Average Hourly Rate¹
Partner	14	\$1,486
Associate	15	\$895
Paralegal	3	\$347
Total	32	\$933

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the chapter 11 cases.

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period beginning on August 1, 2022, and ending on July 31, 2023 (the “Comparable Period”) was, in the aggregate, approximately **\$1,119.99** per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately **\$1,251.43** per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partner	\$1,721.26	\$1,517.72
Of Counsel	-	\$1,171.68
Associate	\$1,054.10	\$950.66
Contract Attorney	-	-
Visiting Attorney	-	\$676.87
Law Clerk	-	\$403.59
Paralegal	\$456.80	\$436.62
Junior Paralegal	\$295.00	\$279.54
Support Staff	\$494.23	\$459.59
Attorneys & Paraprofessionals Total	\$1,251.43	\$1,119.99

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Bob Allen, P.C.	Partner	Litigation - General	2012	\$127,437.00	79.40	N/A	\$1,605.00	\$1,425.00	\$113,145.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	\$233,928.00	144.40	N/A	\$1,620.00	\$1,435.00	\$207,214.00
Matthew Lovell, P.C.	Partner	Technology & IP Transactions	2002	\$9,664.50	5.10	N/A	\$1,895.00	\$1,895.00	\$9,664.50
Christine A. Okike, P.C.	Partner	Restructuring	2009	\$802,160.00	433.60	N/A	\$1,850.00	\$1,640.00	\$711,104.00
Matt Pacey, P.C.	Partner	Corporate - Capital Markets	2002	\$7,157.50	3.50	N/A	\$2,045.00	\$2,045.00	\$7,157.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	\$14,784.00	8.80	N/A	\$1,680.00	\$1,490.00	\$13,112.00
Michael B. Slade	Partner	Litigation - General	1999	\$791,528.50	426.70	N/A	\$1,855.00	\$1,645.00	\$701,921.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$265,645.50	129.90	N/A	\$2,045.00	\$1,845.00	\$239,665.50
Kelsey Bleiweiss	Partner	Litigation - General	2016	\$63,993.00	51.40	N/A	\$1,245.00	\$1,245.00	\$63,993.00
Steven M. Cantor	Partner	Taxation	2017	\$18,042.00	12.40	N/A	\$1,455.00	\$1,305.00	\$16,182.00
Zac Ciullo	Partner	Litigation - General	2014	\$10,349.00	7.90	N/A	\$1,310.00	\$1,310.00	\$10,349.00
Susan D. Golden	Partner	Restructuring	1988	\$23,600.00	16.00	N/A	\$1,475.00	\$1,315.00	\$21,040.00
Shayne Henry	Partner	Litigation - General	2014	\$20,174.00	15.40	N/A	\$1,310.00	\$1,155.00	\$17,787.00
Casey McGushin	Partner	Litigation - General	2014	\$305,357.00	215.80	N/A	\$1,415.00	\$1,195.00	\$257,881.00
Allison F. Murphy	Partner	Litigation - General	2007	\$8,777.00	6.70	N/A	\$1,310.00	\$1,310.00	\$8,777.00
Anne G. Peetz	Partner	Corporate - Capital Markets	2014	\$15,532.50	10.90	N/A	\$1,425.00	\$1,425.00	\$15,532.50
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	\$2,810.00	2.00	N/A	\$1,405.00	\$1,235.00	\$2,470.00
William T. Pruitt	Partner	Litigation - General	2004	\$21,545.00	13.90	N/A	\$1,550.00	\$1,375.00	\$19,112.50
Laura K. Riff	Partner	Litigation - General	2011	\$62,663.00	44.60	N/A	\$1,405.00	\$1,245.00	\$55,527.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$34,238.00	21.20	N/A	\$1,615.00	\$1,430.00	\$30,316.00
Ziv Ben-Shahar	Associate	Restructuring	2022	\$22,564.50	30.70	N/A	\$735.00	\$660.00	\$20,262.00
Cade C. Boland	Associate	Litigation - General	2021	\$41,271.50	41.90	1	\$985.00	\$900.00	\$37,710.00
				\$324.00	0.30		\$1,080.00	\$900.00	\$270.00
Joe Caputo	Associate	Corporate - General	2021	\$4,779.00	5.40	N/A	\$885.00	\$885.00	\$4,779.00
Trevor Eck	Associate	Restructuring	2023	\$74,676.00	101.60	1	\$735.00	\$660.00	\$67,056.00
				\$74,163.00	83.80		\$885.00	\$660.00	\$55,308.00
Will Guthrie	Associate	Corporate - M&A/Private Equity	2008	\$41,209.50	33.10	N/A	\$1,245.00	\$1,115.00	\$36,906.50
David Hackel	Associate	Restructuring	2023	\$42,850.50	58.30	1	\$735.00	\$660.00	\$38,478.00
				\$3,628.50	4.10		\$885.00	\$660.00	\$2,706.00
Rob Jacobson	Associate	Restructuring	2019	\$471,702.00	408.40	1	\$1,155.00	\$1,035.00	\$422,694.00
				\$109,560.00	88.00		\$1,245.00	\$1,035.00	\$91,080.00
Katherine Karnosh	Associate	Taxation	2021	\$16,923.50	18.10	1	\$935.00	\$840.00	\$15,204.00
				\$5,160.00	4.80		\$1,075.00	\$840.00	\$4,032.00
Mike James Koch	Associate	Restructuring	2020	\$148,323.00	201.80	1	\$735.00	\$660.00	\$133,188.00
				\$39,736.50	44.90		\$885.00	\$660.00	\$29,634.00
Sarah R. Margolis	Associate	Restructuring	2021	\$115,917.50	116.50	1	\$995.00	\$910.00	\$106,015.00
				\$26,334.00	22.80		\$1,155.00	\$910.00	\$20,748.00

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Brian Nakhaimousa	Associate	Restructuring	2021	\$211,736.00	212.80	1	\$995.00	\$910.00	\$193,648.00
				\$9,702.00	8.40		\$1,155.00	\$910.00	\$7,644.00
Nick Nielson	Associate	Litigation - General	2020	\$5,122.00	5.20	1	\$985.00	\$985.00	\$5,122.00
				\$6,264.00	5.80		\$1,080.00	\$985.00	\$5,713.00
Connor O'Flaherty	Associate	Corporate - M&A/Private Equity	2019	\$2,686.50	2.70	N/A	\$995.00	\$995.00	\$2,686.50
Alex D. Pappas	Associate	Litigation - General	2021	\$16,843.50	17.10	N/A	\$985.00	\$985.00	\$16,843.50
Isabella J. Paretti	Associate	Restructuring		\$141,634.50	192.70	1	\$735.00	\$660.00	\$127,182.00
				\$33,895.50	38.30		\$885.00	\$660.00	\$25,278.00
Reena Patel	Associate	Litigation - General	2022	\$4,147.00	5.80	N/A	\$715.00	\$715.00	\$4,147.00
Francis Petrie	Associate	Restructuring	2017	\$668,738.00	516.40	1	\$1,295.00	\$1,170.00	\$604,188.00
				\$262,487.50	190.90		\$1,375.00	\$1,170.00	\$223,353.00
William Phalen	Associate	International Trade	2018	\$2,988.00	2.40	N/A	\$1,245.00	\$1,245.00	\$2,988.00
Alexandria Ray	Associate	Litigation - General	2022	\$3,718.00	5.20	N/A	\$715.00	\$715.00	\$3,718.00
Margaret Reiney	Associate	Restructuring	2018	\$244,513.50	211.70	1	\$1,155.00	\$1,035.00	\$219,109.50
				\$68,724.00	55.20		\$1,245.00	\$1,035.00	\$57,132.00
Chloe Reum	Associate	Litigation - General	2023	\$6,800.00	8.00	N/A	\$850.00	\$715.00	\$5,720.00
Jimmy Ryan	Associate	Restructuring	2022	\$175,849.50	198.70	1	\$885.00	\$795.00	\$157,966.50
				\$31,939.50	32.10		\$995.00	\$795.00	\$25,519.50
Alexandra Schrader	Associate	Litigation - General	2021	\$128,838.00	130.80	1	\$985.00	\$900.00	\$117,720.00
				\$19,116.00	17.70		\$1,080.00	\$900.00	\$15,930.00
Trevor Snider	Associate	Technology & IP Transactions	2023	\$13,695.00	11.00	N/A	\$1,245.00	\$1,245.00	\$13,695.00
Katie J. Welch	Associate	Litigation - General	2018	\$43,130.00	38.00	1	\$1,135.00	\$1,035.00	\$39,330.00
				\$12,028.50	9.90		\$1,215.00	\$1,035.00	\$10,246.50
Mason N. Zurek	Associate	Restructuring	2021	\$5,174.00	5.20	N/A	\$995.00	\$910.00	\$4,732.00
Attorney Totals				\$6,198,279.00	4,836.10				\$5,497,633.50

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Megan Bowsher	Paralegal	Litigation - General	N/A	\$11,968.50	30.30	N/A	\$395.00	\$365.00	\$11,059.50
Julia R. Foster	Paralegal	Restructuring	N/A	\$11,040.00	23.00	N/A	\$480.00	\$405.00	\$9,315.00
Meghan E. Guzaitis	Paralegal	Litigation - General	N/A	\$7,535.00	13.70	N/A	\$550.00	\$480.00	\$6,576.00
Ashton LeBourgeois	Paralegal	Litigation - General	N/A	\$1,067.00	2.20	N/A	\$485.00	\$485.00	\$1,067.00
Abbie Holtzman	Junior Paralegal	Litigation - General	N/A	\$1,829.00	6.20	N/A	\$295.00	\$295.00	\$1,829.00
Molly Portwood	Junior Paralegal	IP Litigation	N/A	\$3,304.00	11.20	N/A	\$295.00	\$295.00	\$3,304.00
Marta Dudyan	Conflicts Analyst II	Conflicts Analysis	N/A	\$1,228.50	3.90	N/A	\$315.00	\$285.00	\$1,111.50
Michael Gallo	Investigator II	Investigator	N/A	\$6,825.00	15.00	N/A	\$455.00	\$455.00	\$6,825.00
Eric Nyberg	Conflicts Analyst II	Conflicts Analysis	N/A	\$945.00	3.00	N/A	\$315.00	\$285.00	\$855.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	\$13,205.00	27.80	N/A	\$475.00	\$425.00	\$11,815.00
Esther Estella Garcia	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$12,513.00	19.40	N/A	\$645.00	\$645.00	\$12,513.00
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	\$13,965.00	29.40	N/A	\$475.00	\$425.00	\$12,495.00
Paraprofessional Totals				\$85,425.00	185.10				\$78,765.00
Attorney and Paraprofessional Totals				6,283,704.00	5,021.20				5,576,398.50

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$90.99
Standard Copies or Prints	Internal (Kirkland & Ellis LLP)		\$1,906.00
Color Copies or Prints	Internal (Kirkland & Ellis LLP)		\$7,844.50
Outside Messenger Services			\$1,338.69
Local Transportation	Chloe Reum – Taxi; Boston Coach Corporation		\$4,148.04
Travel Expense			\$28,673.67
Airfare			\$9,967.16
Transportation to/from airport	Crown Car & Limousines Inc.; Windy City Limousine; Sunny’s Worldwide; Vital Transportation Services Inc., Boston Coach Corporation		\$10,770.08
Travel Meals			\$2,469.74
Court Reporter Fee/Deposition	Magna Legal Services LLC - TRF Magna Legal Services LLC		\$39,183.80
Filing Fees	NJ Lawyers’ Fund for Client Protection; US District Court -District of New Jersey		\$574.74
Professional Fees	Deloitte Transactions & Bus Analytics; LegalPartners Group LLC; LEGALPEOPLE; CRA INTERNATIONAL INC, Lexitas; Precision Reporters LLC		\$886,012.11
Outside Computer Services			\$31,820.99
Working Meals/K&E Only			\$520.00
Catering Expenses	FLIK		\$13,858.00
Computer Database Research	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets; RELX Inc DBA LexisNexis		\$6,206.20
Westlaw Research	Thomson Reuters - West Publishing Corp		\$9,051.44
LexisNexis Research	RELX Inc DBA LexisNexis		\$5,773.95
Overtime Transportation	Taxi		\$966.59
Overtime Meals - Non-Attorney			\$41.15
Overtime Meals - Attorney	GRUBHUB HOLDINGS INC.		\$2,284.06
Overnight Delivery - Hard	Federal Express		\$835.20
Computer Database Research - Soft	PACER		\$694.30
Total			\$1,065,031.40

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
3	Adversary Proceeding & Contested Matters	1,104.00 - 1,270.00	836.90	\$1,125,000.00 - \$1,294,000.00	\$1,098,890.50
4	Automatic Stay Matters	8.00 - 9.00	7.90	\$8,000.00 - \$9,000.00	\$7,426.50
6	Case Administration	185.00 - 213.00	116.60	\$163,000.00 - \$187,000.00	\$156,627.00
7	Cash Management	94.00 - 108.00	69.70	\$91,000.00 - \$105,000.00	\$88,761.00
8	Customer and Vendor Communications	84.00 - 97.00	52.70	\$75,000.00 - \$86,000.00	\$69,708.50
9	Claims Administration and Objections	55.00 - 63.00	21.30	\$52,000.00 - \$60,000.00	\$27,230.50
10	Official Committee Matters and Meetings	52.00 - 60.00	15.70	\$46,000.00 - \$53,000.00	\$24,223.50
11	Use, Sale, and Disposition of Property	203.00 - 233.00	115.10	\$195,000.00 - \$224,000.00	\$155,575.00
12	Corp., Governance, & Securities Matters	70.00 - 81.00	12.90	\$65,000.00 - \$75,000.00	\$21,305.50
13	Employee Matters	35.00 - 40.00	17.50	\$33,000.00 - \$38,000.00	\$26,426.00
15	SOFAs and Schedules	52.00 - 60.00	12.30	\$46,000.00 - \$53,000.00	\$12,934.50
16	Hearings	81.00 - 93.00	47.30	\$78,000.00 - \$90,000.00	\$74,657.50
17	Insurance and Surety Matters	101.00 - 116.00	22.10	\$91,000.00 - \$105,000.00	\$32,907.00
18	Disclosure Statement, Plan, Confirmation	1,833.00 - 2,108.00	1,765.50	\$1,907,000.00 - \$2,193,000.00	\$2,174,410.00
19	International Issues	36.00 - 41.00	7.20	\$33,000.00 - \$38,000.00	\$12,765.00
20	K&E Retention and Fee Matters	419.00 - 482.00	317.00	\$306,000.00 - \$352,000	\$291,239.00
21	Non-K&E Retention and Fee Matters	94.00 - 108.00	84.50	\$83,000.00 - \$95,000.00	\$80,383.50
22	Tax Matters	61.00 - 70.00	25.40	\$58,000.00 - \$67,000.00	\$37,711.00
23	Non-Working Travel	198.00 - 228.00	59.90	\$98,000.00 - \$113,000.00	\$92,477.00
24	U.S. Trustee Communications & Reporting	30.00 - 35.00	17.10	\$29,000.00 - \$33,000.00	\$18,617.50
25	Regulatory	439.00 - 505.00	302.80	\$377,000.00 - \$434,000.00	\$357,459.00
26	Investigation Matters	661.00 - 760.00	545.60	\$737,000.00 - \$848,000.00	\$777,228.00
27	Expenses	N/A	N/A	N/A	\$1,065,031.40
28	Pro Se Party Communication	200.00 - 230.00	15.60	\$173,000.00 - \$199,000.00	\$15,917.00
29	Wallet Withdrawal Relief	746.00 - 858.00	532.60	\$759,000.00 - \$873,000.00	\$628,824.00
TOTALS		6,841.00 - 7,867.00	5,021.20	\$6,628,000.00 - \$7,624,400.00	\$6,283,704.00

Exhibit I

Detailed Description of Services Provided

April 2023

Document Page 82 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079933

Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 190,640.00

Total legal services rendered

\$ 190,640.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kelsey Bleiweiss	0.30	1,245.00	373.50
Cade C. Boland	6.50	985.00	6,402.50
Esther Estella Garcia	0.50	645.00	322.50
Ricardo Guzman	1.30	475.00	617.50
Richard U. S. Howell, P.C.	45.50	1,620.00	73,710.00
Mike James Koch	1.70	735.00	1,249.50
Casey McGushin	10.50	1,415.00	14,857.50
Brian Nakhaimousa	0.40	995.00	398.00
Reena Patel	5.80	715.00	4,147.00
Francis Petrie	0.60	1,295.00	777.00
Alexandria Ray	2.50	715.00	1,787.50
Alexandra Schrader	67.70	985.00	66,684.50
Michael B. Slade	1.60	1,855.00	2,968.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
Katie J. Welch	13.50	1,135.00	15,322.50
TOTALS	158.90		\$ 190,640.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/23	Richard U. S. Howell, P.C.	0.70	Correspond with M. Slade and K&E team re deposition preparation (.3); review documents re same (.4).
04/01/23	Casey McGushin	1.50	Review and analyze documents re Z. Prince deposition preparation session.
04/01/23	Alexandra Schrader	2.80	Review, analyze documents re deposition preparation.
04/01/23	Katie J. Welch	1.80	Review, analyze discovery materials re responsiveness considerations.
04/02/23	Richard U. S. Howell, P.C.	1.00	Review materials re deposition preparation sessions with Z. Prince and F. Marquez.
04/02/23	Casey McGushin	2.40	Review and analyze documents re Z. Prince deposition preparation session.
04/02/23	Reena Patel	0.30	Review, analyze case timeline re litigation considerations.
04/02/23	Alexandra Schrader	3.00	Draft memorandum re risk management.
04/03/23	Cade C. Boland	1.00	Review responsive documents re preparation of Z. Prince deposition.
04/03/23	Esther Estella Garcia	0.50	Search materials re document review (.3); correspond with L. Riff re search results (.2).
04/03/23	Richard U. S. Howell, P.C.	5.80	Prepare for deposition preparation sessions of Z. Prince and F. Marquez (3.5); attend same (2.0); correspond with M. Slade, C. McGushin re same (.3).
04/03/23	Mike James Koch	0.30	Research, analyze legal issues re loan notice periods (.2); correspond with F. Petrie re same (.1).
04/03/23	Casey McGushin	2.10	Participate in deposition preparation session with Z. Prince (2.0); correspond with R. Howell re same (.1).
04/03/23	Francis Petrie	0.60	Review loan agreements re claim sizing (.4); correspond with M. Reiney, K&E team re same (.2).
04/03/23	Alexandra Schrader	1.90	Review, analyze documents re deposition preparation.
04/03/23	Michael B. Slade	1.10	Review materials re Committee diligence requests.
04/03/23	Katie J. Welch	0.70	Review, analyze discovery materials re preparation for deposition of witness.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Cade C. Boland	0.60	Review responsive documents re F. Marquez deposition.
04/04/23	Richard U. S. Howell, P.C.	2.00	Review documents in preparation for depositions (1.7); correspond with M. Slade and K&E team re UCC investigation and related depositions (.3).
04/04/23	Mike James Koch	1.40	Research, analyze legal issues re loan notice periods (1.2); correspond with F. Petrie re same (.2).
04/04/23	Casey McGushin	3.60	Review and analyze documents re deposition preparation session for F. Marquez (.8); participate in deposition of Z. Prince (2.8).
04/04/23	Alexandra Schrader	2.20	Review, analyze documents re deposition preparation.
04/04/23	Katie J. Welch	1.10	Review, analyze discovery materials re preparation for deposition of witness.
04/05/23	Cade C. Boland	2.30	Review D. Spack deposition transcript (1.4); review documents re Y. Mushkin deposition preparation (.9).
04/05/23	Richard U. S. Howell, P.C.	1.20	Review, analyze discovery materials re preparation for deposition of witness.
04/05/23	Alexandra Schrader	9.70	Review documents re deposition preparation (3.9); analyze considerations re same (3.9); draft, revise notes re same (.4); review, analyze testimony from deposition transcripts (1.5).
04/05/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re J. Hill deposition.
04/05/23	Katie J. Welch	0.80	Review and analyze transcript of witness depositions (.6); draft summary re same (.2).
04/06/23	Richard U. S. Howell, P.C.	3.20	Review transcript re deposition of witness (1.4); review, analyze discovery documents re preparation re depositions of witnesses (1.0); prepare correspondence re same (.8).
04/06/23	Alexandra Schrader	2.50	Participate in deposition preparation for Y. Mushkin (2.0); prepare for same (.5).
04/06/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re depositions.
04/07/23	Richard U. S. Howell, P.C.	1.30	Prepare for depositions of witnesses re UCC investigation.
04/07/23	Alexandra Schrader	2.30	Participate in deposition preparation for Y. Mushkin.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/08/23	Cade C. Boland	1.70	Prepare deposition materials re F. Marquez deposition preparation.
04/08/23	Cade C. Boland	0.90	Telephone conference with C. McGushin, K&E team re litigation workstreams, next steps.
04/08/23	Richard U. S. Howell, P.C.	0.70	Telephone conference with M. Slade, C. McGushin, K&E team re litigation strategy (.5); analyze materials re same (.2).
04/08/23	Casey McGushin	0.90	Telephone conference with A. Schrader, K&E team re outstanding litigation workstreams, strategy, and next steps.
04/08/23	Alexandra Schrader	5.00	Telephone conference with C. McGushin, K&E team re outstanding litigation workstreams, strategy, and next steps (.9); review, analyze, compile responsive documents re deposition preparation (4.1).
04/08/23	Josh Sussberg, P.C.	0.30	Telephone conference with J. Hill re deposition (.2); correspond with M. Slade re same (.1).
04/08/23	Katie J. Welch	0.90	Telephone conference with M. Slade, K&E team re deposition preparation.
04/08/23	Katie J. Welch	0.70	Prepare witness deposition materials.
04/09/23	Richard U. S. Howell, P.C.	0.60	Review board minutes re deposition preparation.
04/09/23	Alexandra Schrader	0.40	Review documents for and compile deposition preparation materials.
04/10/23	Richard U. S. Howell, P.C.	2.20	Review deposition materials re preparation (1.3); review pleadings and related materials re exclusivity motion (.4); correspond with M. Slade, C. McGushin, and K. Welch re depositions and preparation (.5).
04/10/23	Alexandra Schrader	6.20	Attend F. Marquez deposition preparation session (1.8); participate in Y. Mushkin deposition preparation session (3.5); review preparation documents re same (.9).
04/11/23	Richard U. S. Howell, P.C.	1.60	Review deposition materials re UCC depositions.
04/11/23	Reena Patel	0.50	Review, analyze diligence materials.
04/11/23	Alexandra Schrader	7.50	Participate in F. Marquez deposition (1.8); participate in Y. Mushkin deposition preparation session (3.5); review, analyze notes, considerations re depositions (2.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Katie J. Welch	0.20	Correspond with R. Howell re witness deposition preparation.
04/12/23	Ricardo Guzman	0.50	Analyze deposition documents.
04/12/23	Richard U. S. Howell, P.C.	6.30	Attend portions of Y. Mushkin deposition (3.8); review materials re J. Hill deposition (2.5).
04/12/23	Alexandra Schrader	10.50	Participate in Y. Mushkin deposition and preparation (3.9); review documents re deposition preparation (3.7); prepare for same (2.9).
04/13/23	Richard U. S. Howell, P.C.	4.70	Attend J. Hill deposition preparation session (2.0); prepare re same (1.3); review deposition transcripts re same (.8); telephone conference with C. McGushin and K&E team re expert materials (.6).
04/13/23	Reena Patel	1.50	Review, analyze diligence materials.
04/13/23	Alexandra Schrader	5.20	Participate in J. Hill deposition preparation session (2.0); review documents re same (3.2).
04/14/23	Richard U. S. Howell, P.C.	1.90	Multiple video conferences with M. Slade and K&E team re deposition preparation (1.3); review materials re same (.6).
04/14/23	Alexandra Schrader	0.50	Correspond with counsel re R. van Kesteren re deposition.
04/14/23	Katie J. Welch	0.20	Review, analyze documents re witness deposition preparation.
04/17/23	Richard U. S. Howell, P.C.	0.40	Correspond with M. Slade, C. McGushin, K&E team re open litigation issues.
04/17/23	Katie J. Welch	0.70	Research, analyze issues re UCC litigation tactics.
04/18/23	Kelsey Bleiweiss	0.30	Telephone conference with K&E litigation team re document production issues.
04/18/23	Ricardo Guzman	0.50	Telephone conference with C. Costello, K&E team re document review, project updates and planning.
04/18/23	Richard U. S. Howell, P.C.	1.30	Correspond with C. McGushin, M. Slade, A. Schrader and K. Welch re open litigation issues (.8); review witness preparation materials re J. Hill deposition (.5).
04/18/23	Alexandra Schrader	0.70	Correspond with R. Howell, K&E team re deposition preparation sessions (.3); review deposition transcripts (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/23	Michael B. Slade	0.50	Telephone conference with Company re works in process.
04/18/23	Katie J. Welch	2.00	Research, analyze issues re UCC litigation tactics.
04/18/23	Katie J. Welch	0.60	Correspond with R. Howell, K&E team re witness deposition preparation (.4); compile documents re same (.2).
04/19/23	Reena Patel	2.10	Review documents for privilege.
04/19/23	Alexandra Schrader	0.50	Correspond with counsel for R. van Kesteren re deposition (.2); review documents for deposition preparation (.3).
04/19/23	Katie J. Welch	0.70	Research, analyze issues re UCC litigation tactics.
04/20/23	Ricardo Guzman	0.30	Telephone conference with C. Costello, K&E team re document review.
04/20/23	Richard U. S. Howell, P.C.	2.00	Telephone conference with C. McGushin, K&E team re preparation for deposition re J. Hill.
04/20/23	Alexandra Schrader	6.30	Attend deposition preparation session re J. Hill (2.1); draft, review, and revise draft investigation report (3.9); further review, analyze considerations re same (.3).
04/20/23	Katie J. Welch	2.20	Participate in video conference with M. Slade, R. Howell and A. Schrader re witness deposition preparation.
04/21/23	Reena Patel	1.40	Review, redact documents re privilege.
04/21/23	Alexandria Ray	2.50	Review, redact documents re privilege.
04/21/23	Katie J. Welch	0.20	Correspond with witness re deposition preparation.
04/23/23	Richard U. S. Howell, P.C.	0.60	Review, analyze deposition preparation materials.
04/25/23	Richard U. S. Howell, P.C.	3.30	Attend deposition preparation session for J. Hill (1.7); prepare re same (1.6).
04/25/23	Alexandra Schrader	0.10	Coordinate deposition logistics.
04/25/23	Katie J. Welch	0.30	Correspond with R. Howell re witness deposition preparation.
04/26/23	Richard U. S. Howell, P.C.	4.70	Attend deposition of witness (2.3); prepare re same (2.4).
04/26/23	Alexandra Schrader	0.40	Review, analyze deposition exhibits.
04/26/23	Katie J. Welch	0.40	Review and analyze discovery documents re witness deposition preparation.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079933

BlockFi Inc.

Matter Number:

54119-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Brian Nakhaimousa	0.40	Correspond with Haynes Boone re adversary proceeding pleadings (.1); review, revise same (.3).
Total		158.90	

Document Page 90 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079935

Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 47,738.50

Total legal services rendered

\$ 47,738.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.10	1,605.00	160.50
Ziv Ben-Shahar	0.40	735.00	294.00
Kelsey Bleiweiss	0.40	1,245.00	498.00
Megan Buenviaje	0.40	475.00	190.00
Trevor Eck	6.70	735.00	4,924.50
Julia R. Foster	0.60	480.00	288.00
Will Guthrie	0.20	1,245.00	249.00
David Hackel	1.20	735.00	882.00
Rob Jacobson	4.10	1,155.00	4,735.50
Sarah R. Margolis	0.70	995.00	696.50
Brian Nakhaimousa	3.70	995.00	3,681.50
Christine A. Okike, P.C.	7.20	1,850.00	13,320.00
Isabella J. Parette	4.70	735.00	3,454.50
Francis Petrie	1.50	1,295.00	1,942.50
Margaret Reiney	1.50	1,155.00	1,732.50
Jimmy Ryan	1.40	885.00	1,239.00
Alexandra Schrader	0.60	985.00	591.00
Anthony Vincenzo Sexton, P.C.	0.50	1,680.00	840.00
Michael B. Slade	2.40	1,855.00	4,452.00
Josh Sussberg, P.C.	1.10	2,045.00	2,249.50
Steve Toth	0.20	1,615.00	323.00
Mason N. Zurek	1.00	995.00	995.00
TOTALS	40.60		\$ 47,738.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Trevor Eck	1.00	Telephone conference with R. Jacobson, K&E team re case status, next steps (.3); review, revise key date timeline and workstream status summary re same (.7).
04/03/23	David Hackel	0.30	Conference with R. Jacobson, K&E team re case status, next steps.
04/03/23	Rob Jacobson	1.00	Conference with M. Reiney, K&E team re work in process, next steps (.3); prepare for same (.2); correspond with F. Petrie, M. Reiney re case updates, next steps (.5).
04/03/23	Sarah R. Margolis	0.30	Telephone conference with R. Jacobson, K&E team re work in process, case updates.
04/03/23	Brian Nakhaimousa	0.20	Conference with M. Reiney, K&E team re work in process, next steps.
04/03/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
04/03/23	Isabella J. Paretti	1.10	Correspond with B. Nakhaimousa, M. Koch re hearing agenda (.2); prepare same (.6); conference with R. Jacobson, K&E team re work in process (.3).
04/03/23	Margaret Reiney	0.50	Correspond with R. Jacobson, K&E team re work in process (.3); prepare for same (.2).
04/03/23	Jimmy Ryan	0.20	Video conference with M. Reiney, K&E team re work in process and next steps.
04/03/23	Michael B. Slade	0.50	Telephone conference with Company re daily update.
04/03/23	Mason N. Zurek	0.20	Telephone conference with R. Jacobson, K&E team re work in process.
04/04/23	Trevor Eck	0.20	Review, revise key dates timeline re case updates.
04/04/23	Brian Nakhaimousa	0.40	Review, revise work in process summary materials.
04/04/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone, F. Petrie, and K&E team re key work streams.
04/04/23	Isabella J. Paretti	0.20	Review, revise summary re work in process tracker.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Jimmy Ryan	0.20	Correspond with M. Reiney, K&E team re work in process and next steps.
04/05/23	Bob Allen, P.C.	0.10	Conference with K&E team re restructuring work in process.
04/05/23	Trevor Eck	1.00	Telephone conference with F. Petrie, K&E team re case status, next steps (.3); review, revise case timeline re same (.7).
04/05/23	Julia R. Foster	0.40	Telephone conference with F. Petrie, K&E team re work in process (.3); review work in process summary re same (.1).
04/05/23	David Hackel	0.30	Conference with R. Jacobson, K&E team re case status, next steps.
04/05/23	Rob Jacobson	0.50	Conference with F. Petrie, K&E team re work in process, next steps (.3); review work in process summary re same (.2).
04/05/23	Sarah R. Margolis	0.20	Telephone conference with F. Petrie, K&E team re work in process, case updates.
04/05/23	Brian Nakhaimousa	0.30	Conference with F. Petrie, K&E team re work in process, next steps.
04/05/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
04/05/23	Isabella J. Paretti	0.30	Conference with F. Petrie, K&E team re work in process.
04/05/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, K&E team re work in process.
04/05/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team re work in process (.3); prepare for same (.2).
04/05/23	Mason N. Zurek	0.30	Telephone conference with F. Petrie, K&E team re work in process; review summary re same.
04/06/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams (.5); telephone conference with Haynes and Boone, F. Petrie, K&E team re key work streams (.3).
04/06/23	Francis Petrie	0.30	Telephone conference with C. Okike, Haynes and Boone team re work in process and deal status.
04/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/07/23	Michael B. Slade	0.50	Conference with S. Henry, K&E re work in process.
04/07/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.
04/09/23	Trevor Eck	0.20	Correspond with R. Jacobson re upcoming key dates and deadlines.
04/10/23	Trevor Eck	0.80	Review, revise case timeline re case updates (.7); correspond with F. Petrie, K&E team, Haynes and Boone, Cole Schotz re same (.1).
04/10/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
04/10/23	Isabella J. Parette	1.10	Draft summary of Haynes and Boone workstreams (.4); review docket re same (.5); correspond with S. Margolis re same (.2).
04/11/23	Brian Nakhaimousa	0.10	Review, revise work in process summary.
04/11/23	Isabella J. Parette	0.20	Review, revise summary re work in process (.1); correspond with T. Eck re same (.1).
04/11/23	Mason N. Zurek	0.10	Review work in process summary.
04/12/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case updates.
04/12/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
04/12/23	Rob Jacobson	0.50	Prepare for and conference with M. Reiney, K&E team re work in process, next steps.
04/12/23	Brian Nakhaimousa	0.50	Conference with M. Reiney, K&E team re work in process, next steps.
04/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
04/12/23	Margaret Reiney	0.50	Correspond with R. Jacobson, K&E team re work in process.
04/12/23	Jimmy Ryan	0.50	Correspond with M. Reiney, K&E team re work in process and next steps.
04/12/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with M. Reiney, K&E team re deal status.
04/12/23	Steve Toth	0.20	Participate in update telephone conference with C. Okike, K&E team re deal status.
04/12/23	Mason N. Zurek	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
04/13/23	Trevor Eck	0.30	Review, revise key workstream summary.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone F. Petrie, K&E teams re key work streams.
04/13/23	Francis Petrie	0.20	Telephone conference with Haynes and Boone re case status and work in process.
04/13/23	Josh Sussberg, P.C.	0.20	Correspond with Company re case status, next steps.
04/14/23	Brian Nakhaimousa	0.20	Review, revise work in process summary.
04/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/14/23	Isabella J. Paretti	0.40	Correspond with B. Nakhaimousa, R. Jacobson re case status.
04/15/23	Brian Nakhaimousa	0.30	Review, revise agenda (.2); correspond with I. Paretti re same (.1).
04/16/23	Trevor Eck	0.50	Review revise key date and deadline timeline.
04/16/23	Brian Nakhaimousa	0.10	Correspond with I. Paretti re hearing agenda.
04/17/23	Trevor Eck	0.70	Research re upcoming case key dates and deadlines (.5); correspond with Haynes and Boone, Cole Schotz, R. Jacobson, K&E team re same (.2).
04/17/23	Rob Jacobson	0.50	Conference with M. Reiney, F. Petrie re work in process, case updates, next steps.
04/17/23	Brian Nakhaimousa	0.80	Correspond with I. Paretti re hearing agenda (.1); coordinate binders re hearing (.7).
04/17/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/17/23	Isabella J. Paretti	0.60	Review, revise agenda re April omnibus hearing (.3); correspond with F. Petrie, Cole Schotz re filing re same (.3).
04/17/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, M. Reiney re deal status, work in process (.5).
04/17/23	Josh Sussberg, P.C.	0.40	Correspond with R. Stark re status (.3); correspond with M. Sirota re same (.1).
04/18/23	Brian Nakhaimousa	0.20	Correspond with I. Paretti re hearing agenda.
04/18/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/19/23	Will Guthrie	0.20	Conference with S. Toth, K&E team re status update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/23	Brian Nakhaimousa	0.10	Review amended agenda.
04/19/23	Anthony Vincenzo Sexton, P.C.	0.20	Telephone conference with R. Jacobson, K&E team re deal status.
04/20/23	Julia R. Foster	0.20	Correspond with R. Jacobson, K&E team re April 19, 2023 hearing transcript.
04/20/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone, F. Petrie, and K&E team re key work streams.
04/20/23	Isabella J. Paretti	0.60	Correspond with B. Nakhaimousa, R. Jacobson re same re case updates.
04/21/23	Kelsey Bleiweiss	0.40	Telephone conference with L. Riff, K&E team re case status.
04/21/23	Trevor Eck	0.70	Telephone conference with M. Reiney, K&E team re case status, next steps (.2); review, revise workstream summary re same (.5).
04/21/23	David Hackel	0.20	Conference with R. Jacobson, K&E team re case status, next steps.
04/21/23	Sarah R. Margolis	0.20	Telephone conference with R. Jacobson, K&E team re work in process, case status.
04/21/23	Brian Nakhaimousa	0.50	Review, revise work in process tracker (.3); conference with M. Reiney, K&E team re work in process, next steps (.2).
04/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/21/23	Isabella J. Paretti	0.20	Conference with R. Jacobson, K&E team re work in process.
04/21/23	Jimmy Ryan	0.50	Correspond with T. Eck, K&E team re work in process and next steps (.2); telephone conference with T. Eck, K&E team re same (.3).
04/21/23	Alexandra Schrader	0.60	Telephone conference with C. McGushin, K&E team re case status, next steps.
04/21/23	Michael B. Slade	0.50	Conference with Company, K&E team re daily work in process.
04/24/23	Trevor Eck	1.10	Analyze pleadings re upcoming key dates and deadlines (.6); correspond with Haynes and Boone, Cole Schotz, R. Jacobson, K&E team re same (.2); correspond with B. Nakhaimousa re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/25/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/25/23	Michael B. Slade	0.40	Conference with F. Petrie, K&E team re work in process.
04/26/23	Rob Jacobson	1.60	Review, revise case calendar (.6); research matters re same (.6); correspond with F. Petrie re same (.4).
04/27/23	Megan Buenviaje	0.40	Conference with K. Bleiweiss, K&E team re work in process.
04/27/23	Michael B. Slade	0.50	Conference with F. Petrie, K&E team re work in process.
04/27/23	Josh Sussberg, P.C.	0.20	Telephone conference with M. Sirota re case status.
04/28/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
04/28/23	Josh Sussberg, P.C.	0.20	Telephone conference with Z. Prince re status and next steps.
04/30/23	Trevor Eck	0.20	Correspond with R. Jacobson re key case dates and upcoming deadlines.
Total		40.60	

Document Page 98 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079936

Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 78,399.50

Total legal services rendered

\$ 78,399.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	2.90	735.00	2,131.50
Casey McGushin	4.40	1,415.00	6,226.00
Christine A. Okike, P.C.	8.30	1,850.00	15,355.00
Francis Petrie	16.20	1,295.00	20,979.00
Margaret Reiney	25.20	1,155.00	29,106.00
Jimmy Ryan	5.20	885.00	4,602.00
TOTALS	62.20		\$ 78,399.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Margaret Reiney	0.80	Correspond with F. Petrie, K&E team, Company re cash management system.
04/06/23	Margaret Reiney	1.90	Draft, review letter to Marex re options accounts (1.2); correspond with F. Petrie, K&E team, Company re same (.7).
04/07/23	Christine A. Okike, P.C.	0.20	Telephone conference with B. Parlin re Silvergate collateral reserve (.1); correspond with Company re same (.1).
04/10/23	Christine A. Okike, P.C.	0.10	Review Marex letter.
04/11/23	Christine A. Okike, P.C.	0.80	Review letter re SVB (.3); telephone conference with A. Miller re same (.2); review SVB documents re same (.3).
04/12/23	Margaret Reiney	0.50	Review, revise Marex instruction letter re options.
04/17/23	Christine A. Okike, P.C.	0.50	Analyze cash management issues (.4); correspond with Webster Bank re same (.1).
04/18/23	Francis Petrie	1.60	Correspond with U.S. Trustee team re cash management system (.2); correspond with M. Reiney, C. Okike re 345 compliance and strategy (.6); correspond with BRG, Company re same (.4); review orders re cash management (.4).
04/19/23	Mike James Koch	1.00	Draft application to shorten time re 345(b) waiver motion (.9); correspond with J. Ryan, M. Reiney re same (.1).
04/19/23	Jimmy Ryan	3.50	Correspond with M. Reiney and M. Koch re 345(b) waiver motion (.4); draft, review, revise same (2.8); review, revise application to shorten hearing re same (.3).
04/20/23	Christine A. Okike, P.C.	0.80	Review section 345 waiver motion.
04/20/23	Francis Petrie	1.30	Review motion, declaration re 345(b) compliance (.9); review research re same (.4).
04/20/23	Margaret Reiney	3.40	Review, revise 345(b) waiver motion (2.6); correspond with J. Ryan, K&E team re same (.8).
04/20/23	Jimmy Ryan	0.30	Review, revise 345(b) waiver motion.
04/21/23	Mike James Koch	1.40	Draft declaration in support of 345(b) waiver motion (1.2); correspond with M. Reiney, J. Ryan re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/23	Christine A. Okike, P.C.	1.10	Review and revise section 345 waiver motion.
04/21/23	Francis Petrie	3.20	Review and revise motion re 345(b) waiver (1.6); arrange for filing re same (.2); review, revise motion to shorten re same (.8); correspond with M. Reiney, K&E team re same (.3); correspond with BRG team re same (.3).
04/21/23	Margaret Reiney	4.10	Review, revise 345(b) motion (3.4); correspond with F. Petrie, K&E team, BRG re same (.7).
04/21/23	Jimmy Ryan	1.40	Correspond with F. Petrie, K&E team and Cole Schotz team re 345(b) waiver motion (.5); draft declaration in support of same (.5); review, revise application to shorten same (.4).
04/23/23	Mike James Koch	0.30	Draft revised proposed order re cash management (.2); correspond with M. Reiney, J. Ryan re same (.1).
04/23/23	Margaret Reiney	1.30	Review, revise Renzi declaration in support of 345(b) motion.
04/24/23	Casey McGushin	0.80	Review and revise draft Renzi declaration in support of 345 waiver motion.
04/24/23	Christine A. Okike, P.C.	1.20	Review and revise Renzi declaration re section 345 waiver.
04/24/23	Margaret Reiney	1.90	Review, revise Renzi declaration in support of 345(b) motion (1.2); correspond with M. Koch, BRG, K&E team re same (.7).
04/25/23	Casey McGushin	0.40	Review and analyze pleadings related to 345 motion in preparation for hearing.
04/25/23	Christine A. Okike, P.C.	0.30	Review section 345 waiver motion.
04/25/23	Francis Petrie	1.90	Review revised 345(b) declaration (.5); correspond with M. Reiney re same (.4); correspond re filing of same, hearing documents (.4); correspond with M. Reiney re cash management system (.4); correspond with U.S. Trustee re same (.2).
04/25/23	Margaret Reiney	2.90	Review, revise Renzi declaration in support of 345(b) motion (1.1); correspond with BRG re same (.5); review, revise proposed order re same (.8); correspond with BRG, Cole Schotz re same (.5).
04/25/23	Margaret Reiney	0.60	Review, revise agenda re hearing re 345(b) motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Casey McGushin	1.60	Review and analyze briefing and declaration re 345(b) motion (1.3); correspond with Company, M. Reiney, K&E team re 345 motion (.3).
04/26/23	Francis Petrie	2.10	Telephone conference with U.S. Trustee re 345(b) motion (.3); correspond with Company re same, next steps (.6); telephone conference with M. Reiney, banking team re cash management solutions (.4); correspond with A. Cheela re same (.3); correspond with M. Reiney re hearing status (.5).
04/26/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team, U.S. Trustee re cash management, 345(b) compliance (.4); correspond with BRG, Company re same (.9); review correspondence re same (.6).
04/27/23	Mike James Koch	0.20	Correspond with C. Okike, K&E team re preparation for 345 motion.
04/27/23	Casey McGushin	1.60	Prepare for hearing re 345(b) motion (1.3); participate in witness preparation session with M. Renzi re same (.3).
04/27/23	Christine A. Okike, P.C.	2.40	Prepare for section 345 waiver hearing (1.6); review U.S. Trustee objection to section 345 waiver motion (.5); telephone conference with M. Renzi and K&E team re section 345 waiver hearing (.3).
04/27/23	Francis Petrie	3.10	Correspond with C. Okike, K&E team re 345(b) compliance (.7); telephone conferences with M. Renzi re same (.5); draft correspondence re compliance (.8); review U.S. Trustee objection (.4); correspond with Company re same, next steps (.7).
04/27/23	Margaret Reiney	1.20	Correspond with BRG, C. McGushin re Renzi witness preparation re 345(b) hearing (.5); correspond with Company re bank account status (.7).
04/27/23	Margaret Reiney	0.60	Review, revise agenda for 345(b) hearing.
04/28/23	Christine A. Okike, P.C.	0.60	Review and revise section 345 waiver order.
04/28/23	Francis Petrie	2.10	Correspond with U.S. Trustee re 345(b) waiver order (.8); correspond with C. Okike, M. Reiney re same (.5); review and revise same (.4); correspond with Cole Schotz team re chambers submission (.4).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079936

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Margaret Reiney	2.00	Review, revise 345(b) order (1.2); correspond with K&E team, Company, U.S. Trustee re same (.8).
04/29/23	Christine A. Okike, P.C.	0.30	Correspond with U.S. Trustee and K&E team re section 345 waiver.
04/29/23	Margaret Reiney	0.80	Draft, review, revise correspondence re 345(b) order.
04/30/23	Francis Petrie	0.90	Correspond with chambers, U.S. Trustee, Company re cash management and 345(b) compliance.
04/30/23	Margaret Reiney	1.30	Review, revise 345(b) order (.7); correspond with F. Petrie, K&E team, U.S. Trustee re same (.6).
Total		62.20	

Document Page 104 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079937

Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,664.50

Total legal services rendered

\$ 5,664.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.40	1,155.00	462.00
Christine A. Okike, P.C.	1.10	1,850.00	2,035.00
Francis Petrie	2.00	1,295.00	2,590.00
Margaret Reiney	0.50	1,155.00	577.50
TOTALS	4.00		\$ 5,664.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street, F. Petrie, K&E team re communications strategy.
04/06/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, C Street, F. Petrie and K&E team re customer communications.
04/06/23	Francis Petrie	1.00	Correspond with J. Gragnano, Company re supplier and vendor discussions (.3); review documents re subservicer rights and notice (.4); correspond with M. Reiney, K&E team re same (.3).
04/06/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
04/13/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, C Street, F. Petrie, K&E team re customer communications.
04/20/23	Rob Jacobson	0.40	Telephone conference with F. Petrie, C Street, K&E team re customer communications strategy, upcoming events.
04/20/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
04/24/23	Margaret Reiney	0.50	Review, revise communications script for all hands telephone conference.
Total		4.00	

Document Page 107 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079939

Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 14,664.50

Total legal services rendered

\$ 14,664.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brian Nakhaimousa	0.50	995.00	497.50
Christine A. Okike, P.C.	4.50	1,850.00	8,325.00
Isabella J. Paretti	3.00	735.00	2,205.00
Jimmy Ryan	0.30	885.00	265.50
Josh Sussberg, P.C.	1.60	2,045.00	3,272.00
Mason N. Zurek	0.10	995.00	99.50
TOTALS	10.00		\$ 14,664.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Brian Nakhaimousa	0.30	Correspond with I. Paretti re presentation re UCC meeting.
04/04/23	Isabella J. Paretti	1.70	Prepare presentation re case update re UCC meeting (1.4); correspond with B. Nakhaimousa re same (.3).
04/04/23	Mason N. Zurek	0.10	Correspond with M. Reiney, K&E team, BRG team re Committee update.
04/05/23	Jimmy Ryan	0.30	Prepare for conference with F. Petrie, K&E team, Moelis and UCC re chapter 11 plan considerations.
04/07/23	Isabella J. Paretti	0.40	Review, revise draft re updates to UCC (.2); correspond with M. Reiney re same (.1); correspond with B. Nakhaimousa re same (.1).
04/10/23	Christine A. Okike, P.C.	4.50	Prepare for conference with UCC re plan waterfall analysis (3.2); attend conference re same (1.3).
04/10/23	Isabella J. Paretti	0.40	Draft summary re case updates re UCC presentation (.3); correspond with M. Reiney re same (.1).
04/10/23	Josh Sussberg, P.C.	1.30	Attend meeting with UCC re waterfall.
04/18/23	Josh Sussberg, P.C.	0.30	Review UCC letter re status conference (.2); correspond with M. Sirota re same (.1).
04/20/23	Isabella J. Paretti	0.50	Correspond with BRG, M. Reiney, R. Jacobson re UCC presentation.
04/24/23	Brian Nakhaimousa	0.20	Correspond with BRG re UCC update presentation.
Total		10.00	

Document Page 110 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079941

Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 144,328.00

Total legal services rendered

\$ 144,328.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	1.80	1,455.00	2,619.00
Trevor Eck	1.80	735.00	1,323.00
Will Guthrie	32.70	1,245.00	40,711.50
Katherine Karnosh	0.10	935.00	93.50
Matthew Lovell, P.C.	5.10	1,895.00	9,664.50
Sarah R. Margolis	0.10	995.00	99.50
Brian Nakhaimousa	0.30	995.00	298.50
Christine A. Okike, P.C.	9.60	1,850.00	17,760.00
Francis Petrie	14.80	1,295.00	19,166.00
William Phalen	1.20	1,245.00	1,494.00
Margaret Reiney	3.30	1,155.00	3,811.50
Trevor Snider	11.00	1,245.00	13,695.00
Steve Toth	20.80	1,615.00	33,592.00
TOTALS	102.60		\$ 144,328.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Will Guthrie	0.40	Correspond with M. Reiney, potential counterparty re APA.
04/03/23	Margaret Reiney	0.80	Correspond with W. Guthrie, K&E team, potential counterparty re sale APA.
04/04/23	Will Guthrie	1.00	Finalize APA re closing (.8); correspond with counterparty re same (.2).
04/05/23	Will Guthrie	3.10	Telephone conference with S. Toth re potential purchaser APA markup (.1); review same (1.5); correspond with M. Lovell re same (.1); draft issues list re same (1.2); correspond with S. Toth re same (.2).
04/05/23	Will Guthrie	0.10	Telephone conference with M. Reiney, K&E team re status update re sale process.
04/05/23	Matthew Lovell, P.C.	0.50	Review proposed purchaser APA mark-up (.4); correspond with M. Lovell re same (.1).
04/05/23	Sarah R. Margolis	0.10	Correspond with Moelis re nondisclosure agreement considerations.
04/05/23	Francis Petrie	0.20	Correspond with UCC advisors re bid proposal.
04/05/23	Steve Toth	2.10	Analyze Moelis correspondence re bids (.3); analyze bidder APA (1.5); analyze issues list (.3).
04/06/23	Trevor Eck	1.10	Review, revise nondisclosure agreement re counterparty comments (.7); review, analyze precedent re same (.4).
04/06/23	Will Guthrie	0.80	Telephone conference with Moelis, S. Toth and K&E team re potential M&A counterparty APA.
04/06/23	Brian Nakhaimousa	0.30	Review, revise nondisclosure agreement.
04/06/23	Christine A. Okike, P.C.	1.30	Telephone conference with Moelis re bids (.7); telephone conference with bidder counsel, Moelis, F. Petrie, K&E team re bids (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Francis Petrie	2.30	Telephone conference with bidder counsel re auction and sale process (.6); telephone conference with Moelis re same (.2); telephone conference with S. Toth, K&E team, Moelis re bid structure (.4); review, analyze bid proposal (.5); correspond with UCC re bid proposal (.3); correspond with M. Reiney re auction timing (.3).
04/06/23	Margaret Reiney	0.90	Correspond with F. Petrie, K&E team re sale considerations (.5); review bid proposal re same (.4).
04/06/23	Steve Toth	0.60	Conference with Moelis, C. Okike, K&E team re bidder considerations (.4); analyze APA issues list (.2).
04/07/23	Matthew Lovell, P.C.	0.70	Review proposed purchaser APA and issues list re same (.6); correspond with T. Snider re issues list (.1).
04/07/23	Francis Petrie	1.80	Correspond with team re bid, sale process (.8); review bid proposal and materials re same (1.0).
04/07/23	Trevor Snider	1.20	Review bidder proposal re intellectual property and privacy provisions (.9); draft issues list re same (.3).
04/08/23	Trevor Snider	0.40	Review Company privacy policy re customer information considerations (.3); correspond with S. Toth re same (.1).
04/08/23	Steve Toth	1.80	Review, revise APA issues list.
04/09/23	Christine A. Okike, P.C.	0.50	Review notice of adjournment of auction (.1); correspond with S. Toth re potential purchaser bid (.4).
04/10/23	Will Guthrie	2.70	Review, revise potential purchaser APA (1.6); review and analyze precedent re same (.7); review Moelis issues list re same (.4).
04/10/23	Trevor Snider	1.90	Review, revise potential purchaser proposal re counterproposal.
04/10/23	Steve Toth	4.00	Review, analyze APA (2.4); draft issues list re same (1.6).
04/11/23	Trevor Eck	0.20	Review, revise nondisclosure agreement re potential M&A counterparty comments.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Will Guthrie	9.60	Review, revise potential purchaser APA (3.9); review, revise same (.9); review, analyze precedent re same (3.3); telephone conference with S. Toth, K&E team, Moelis, Company re potential purchaser APA and bid (1.5).
04/11/23	Matthew Lovell, P.C.	1.70	Review potential purchaser APA (.5); telephone conference with S. Toth, K&E team, Company re same (1.0); review APA issues list (.2).
04/11/23	Christine A. Okike, P.C.	2.20	Review sale process overview (.5); telephone conference with F. Petrie, K&E team, Company re APA (1.7).
04/11/23	Francis Petrie	3.00	Telephone conference with Company, S. Toth, K&E team re third party transaction structure (1.7); review documents re bid proposal, summary of structure (.8); correspond with M. Reiney, K&E team re same (.5).
04/11/23	Margaret Reiney	1.10	Correspond with S. Toth, K&E team, Company re nondisclosure agreements (.4); review, revise same (.7).
04/11/23	Trevor Snider	2.60	Telephone conference with Company re potential purchaser APA proposal (1.7); review, revise potential purchaser APA re Company comments re same (.9).
04/11/23	Steve Toth	2.80	Analyze APA, summary re same (.4); participate in telephone conference with Company, C. Okike, K&E team, Moelis re same (1.7); revise APA issues list (.7).
04/12/23	Trevor Eck	0.30	Review, revise nondisclosure agreement re execution.
04/12/23	Will Guthrie	2.40	Review bid, APA considerations (.4); telephone conference with S. Toth, K&E team re status update (.1); review potential purchaser rebalancing rider (.2); draft potential purchaser APA (1.7).
04/12/23	Katherine Karnosh	0.10	Telephone conference with F. Petrie, K&E team re potential purchaser bid, auction timeline.
04/12/23	Francis Petrie	1.10	Correspond with Moelis re sale process (.3); correspond with S. Toth, K&E team re APA markup and bid process (.6); review materials re bid proposal (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/23	William Phalen	1.20	Review, analyze bidder markup of purchase agreement.
04/12/23	Trevor Snider	2.30	Review, revise asset purchase agreement.
04/12/23	Steve Toth	0.40	Correspond with F. Petrie re APA markup (.1); analyze same (.3).
04/13/23	Will Guthrie	3.20	Telephone conference with Moelis, potential purchaser, S. Toth, K&E team re potential purchaser APA (1.4); review, revise APA re same (1.8).
04/13/23	Matthew Lovell, P.C.	1.00	Conference with potential purchaser, Company, J. Norman, K&E team re potential purchaser APA.
04/13/23	Christine A. Okike, P.C.	0.30	Telephone conference with potential bidder, Moelis, M. Lovell, K&E teams re bid.
04/13/23	Francis Petrie	1.50	Telephone conference with Moelis, potential bidder, C. Okike, K&E team re sale transaction (1.0); correspond with counsel re same (.3); review correspondence from S. Toth re sale structure (.2).
04/13/23	Trevor Snider	1.90	Prepare for telephone conference with potential purchaser re bid proposal (.9); participate in same (1.0).
04/13/23	Steve Toth	1.80	Analyze issues list re telephone conference with C. Okike, K&E team re sale transaction (.5); participate in telephone conference re issues list with Moelis, C. Okike, K&E team, bidder and bidder advisors re APA issues (1.3).
04/14/23	Will Guthrie	4.60	Draft customer account APA (2.7); telephone conference with F. Petrie, K&E team re same (.2); review, analyze precedent APAs re same (1.7).
04/14/23	Matthew Lovell, P.C.	1.20	Review revised APA from potential purchaser (.4); review K&E proposed edits re same (.6); review revised APA (.1); correspond with S. Toth, K&E team re same (.1).
04/14/23	Francis Petrie	0.50	Conference with W. Guthrie, K&E team re sale status and APA structure.
04/14/23	Trevor Snider	0.70	Review, revise potential bidder APA.
04/14/23	Steve Toth	0.50	Conference with W. Guthrie re APA revisions.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/15/23	Will Guthrie	2.30	Draft customer account APA (2.0); correspond with T. Snider re APA re IP issues (.3).
04/15/23	Francis Petrie	0.80	Review bidding documents re bid status and sale timeline considerations (.6); draft correspondence to Company re bid status and sale timeline (.2).
04/15/23	Margaret Reiney	0.50	Review potential purchaser bid materials.
04/16/23	Steven M. Cantor	1.80	Revise asset purchase agreement.
04/16/23	Will Guthrie	1.00	Draft customer accounts APA (.9); correspond with S. Toth, K&E team, Moelis and Company re same (.1).
04/16/23	Steve Toth	6.10	Review, revise APA (3.9); review, analyze considerations re same (1.0); further review, revise same (1.2).
04/17/23	Will Guthrie	0.60	Draft customer accounts APA.
04/17/23	Christine A. Okike, P.C.	0.70	Telephone conference with potential bidder, counsel to same, Moelis, Haynes and Boone, F. Petrie, K&E team re potential bid (.5); correspond with Moelis re same (.2).
04/17/23	Francis Petrie	2.40	Telephone conference with potential bidder re sale structure (1.2); review, analyze materials re sale analysis (.5); correspond with S. Toth, K&E team re CIFIUS, sale considerations (.7).
04/17/23	Steve Toth	0.30	Correspond with bidder counsel, W. Phelan K&E team re same (.1); correspond re APA (.2).
04/18/23	Will Guthrie	0.90	Correspond with BRG, Moelis, S. Toth, K&E team re APA, (.7); review, revise customer accounts APA (.2).
04/18/23	Steve Toth	0.40	Analyze bid analysis and summary.
04/19/23	Christine A. Okike, P.C.	1.50	Telephone conference with Company, Moelis, Haynes and Boone teams re potential purchaser APA (.5); telephone conference with Moelis re sale considerations (1.0).
04/20/23	Christine A. Okike, P.C.	0.90	Review, analyze APA, materials re sale structure considerations.
04/21/23	Trevor Eck	0.20	Prepare execution version re nondisclosure agreement.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079941

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Christine A. Okike, P.C.	1.80	Telephone conference with potential bidder, Moelis, F. Petrie, K&E team re potential M&A counterparty bid (.7); telephone conference with Moelis re same (.7); review, analyze potential purchaser bid (.4).
04/24/23	Francis Petrie	1.20	Telephone conference with potential bidder, C. Okike, K&E team re sale structuring considerations (.5); correspond with C. Okike, K&E team re same (.7).
04/26/23	Christine A. Okike, P.C.	0.40	Telephone conference with counsel to potential bidder re bid considerations (.2); telephone conference with Moelis re same (.2).
Total		102.60	

Document Page 118 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079943

Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 12,894.50

Total legal services rendered

\$ 12,894.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	1.00	735.00	735.00
Brian Nakhaimousa	0.20	995.00	199.00
Christine A. Okike, P.C.	3.60	1,850.00	6,660.00
Francis Petrie	0.90	1,295.00	1,165.50
Josh Sussberg, P.C.	1.80	2,045.00	3,681.00
Katie J. Welch	0.40	1,135.00	454.00
TOTALS	7.90		\$ 12,894.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/23	Christine A. Okike, P.C.	2.00	Prepare for board meeting (.3); attend same (1.7).
04/05/23	Josh Sussberg, P.C.	1.30	Attend board meeting.
04/12/23	Katie J. Welch	0.40	Review, revise compile board minutes re witness deposition preparation.
04/17/23	Brian Nakhaimousa	0.20	Correspond with R. Jacobson re board update re April 19 hearing.
04/17/23	Christine A. Okike, P.C.	0.30	Review board minutes (.2); correspond with J. Sussberg re SEC considerations (.1).
04/17/23	Francis Petrie	0.90	Draft update summary re board update re April 19 hearing (.5); review board materials re board meeting (.4).
04/17/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re SEC review of potential bidder.
04/18/23	Christine A. Okike, P.C.	1.00	Attend board meeting.
04/26/23	Christine A. Okike, P.C.	0.30	Attend board meeting.
04/26/23	Josh Sussberg, P.C.	0.40	Attend board meeting.
04/27/23	Mike James Koch	0.90	Draft case status update for board materials (.7); correspond with M. Reiney, F. Petrie re same (.2).
04/28/23	Mike James Koch	0.10	Correspond with BRG re case status update for board materials.
Total		7.90	

Document Page 121 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079944
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 11,801.00

Total legal services rendered

\$ 11,801.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.30	735.00	955.50
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Francis Petrie	2.90	1,295.00	3,755.50
Evangelia Podaras	2.00	1,405.00	2,810.00
Margaret Reiney	0.50	1,155.00	577.50
Michael B. Slade	0.50	1,855.00	927.50
TOTALS	8.70		\$ 11,801.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Francis Petrie	0.70	Telephone conference with Company re employee issues (.5); correspond with Company re follow up re same (.2).
04/11/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company and F. Petrie, K&E team re employee matters.
04/11/23	Francis Petrie	0.50	Telephone conference with C. Okike, K&E team, Company re employee issues.
04/12/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company re employee transition plan.
04/13/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company, C Street, E. Podaras, K&E team re employee matters.
04/13/23	Evangelia Podaras	0.10	Correspond with C. Okike, Company re WARN, employee leave questions.
04/14/23	Francis Petrie	0.30	Telephone conference with Company re employee and labor issues, timing.
04/14/23	Evangelia Podaras	1.30	Research re WARN and employee leave considerations (.8); conference with Company re same (.5).
04/18/23	Ziv Ben-Shahar	0.90	Correspond with R. Jacobson re employee issues re company property (.2); draft turnover letter re same (.7).
04/18/23	Francis Petrie	0.70	Telephone conference with Company re employee issues (.5); correspond with Company, R. Jacobson re turnover request (.2).
04/19/23	Ziv Ben-Shahar	0.40	Review turnover letter (.3); correspond with R. Jacobson re same (.1).
04/19/23	Evangelia Podaras	0.50	Research re immigration considerations (.3); correspond with Company re same (.2).
04/19/23	Michael B. Slade	0.50	Telephone conference with Company re staffing, employee matters.
04/20/23	Evangelia Podaras	0.10	Correspond with Company re immigration considerations.
04/23/23	Francis Petrie	0.30	Revise turnover letter re employee issue.
04/24/23	Francis Petrie	0.20	Finalize turnover letter re employee issue.
04/24/23	Margaret Reiney	0.50	Review retention program order re key employee retention program payment considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Francis Petrie	0.20	Correspond with Company re employee issues.
Total		8.70	

Document Page 125 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079945

Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 23,203.00

Total legal services rendered

\$ 23,203.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	1.00	985.00	985.00
David Hackel	0.60	735.00	441.00
Richard U. S. Howell, P.C.	0.80	1,620.00	1,296.00
Rob Jacobson	1.00	1,155.00	1,155.00
Casey McGushin	1.40	1,415.00	1,981.00
Christine A. Okike, P.C.	2.20	1,850.00	4,070.00
Francis Petrie	2.10	1,295.00	2,719.50
Margaret Reiney	1.90	1,155.00	2,194.50
Michael B. Slade	1.20	1,855.00	2,226.00
Josh Sussberg, P.C.	3.00	2,045.00	6,135.00
TOTALS	15.20		\$ 23,203.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Francis Petrie	0.50	Attend hearing re adversary proceeding status conference.
04/03/23	Margaret Reiney	0.50	Attend status conference re adversary proceeding.
04/19/23	Cade C. Boland	1.00	Telephonically attend April exclusivity extension hearing.
04/19/23	David Hackel	0.60	Attend April omnibus hearing re plan exclusivity.
04/19/23	Richard U. S. Howell, P.C.	0.80	Attend portions of exclusivity and Omnibus hearing.
04/19/23	Rob Jacobson	1.00	Attend virtual hearing re exclusivity extension (.8); prepare for same (.2).
04/19/23	Casey McGushin	0.90	Participate in hearing on exclusivity.
04/19/23	Christine A. Okike, P.C.	1.70	Prepare for April 19 exclusivity extension hearing (.9); attend same (.8).
04/19/23	Francis Petrie	1.10	Telephonically attend hearing on exclusivity (.8); prepare for same (.3).
04/19/23	Margaret Reiney	0.90	Attend exclusivity hearing (.8); prepare for same (.1).
04/19/23	Michael B. Slade	1.20	Prepare for hearing re exclusivity (.4); attend hearing re same (.8).
04/19/23	Josh Sussberg, P.C.	3.00	Prepare for exclusivity hearing (2.3); conference with M. Slade re same (.1); attend exclusivity hearing (.5); correspond re exclusivity hearing (.1).
04/27/23	Casey McGushin	0.50	Telephonically attend hearing re 345(b) compliance.
04/27/23	Christine A. Okike, P.C.	0.50	Telephonically attend hearing re 345(b) compliance.
04/27/23	Francis Petrie	0.50	Telephonically attend hearing re 345(b) compliance.
04/27/23	Margaret Reiney	0.50	Telephonically attend hearing re 345(b) compliance.
Total		15.20	

Document Page 128 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079946

Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 13,887.50

Total legal services rendered

\$ 13,887.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.60	1,850.00	1,110.00
Isabella J. Paretti	1.90	735.00	1,396.50
William T. Pruitt	3.70	1,550.00	5,735.00
Michael B. Slade	0.40	1,855.00	742.00
Josh Sussberg, P.C.	0.40	2,045.00	818.00
Katie J. Welch	3.60	1,135.00	4,086.00
TOTALS	10.60		\$ 13,887.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	William T. Pruitt	0.50	Analyze witness deposition preparation re insurance issues (.3); correspond with Haynes and Boone and Aon re same (.2).
04/07/23	William T. Pruitt	0.30	Review, analyze director and officer claim documents re claim status (.2); correspond with broker and Company re same (.1).
04/09/23	William T. Pruitt	0.60	Analyze director and officer insurance placement (.1); review documents re same (.2); telephone conference with J. Sussberg and M. Slade re same (.3).
04/09/23	Michael B. Slade	0.40	Conference with W. Pruitt, K&E team re insurance issues.
04/09/23	Josh Sussberg, P.C.	0.40	Conference with M. Slade and W. Pruitt re director and officer insurance considerations.
04/10/23	William T. Pruitt	0.70	Review, analyze documentation re pre-filing insurance placement (.5); correspond with M. Slade re same (.2).
04/10/23	Katie J. Welch	3.60	Draft summary of acquisition of D&O insurance policies.
04/16/23	William T. Pruitt	0.30	Review, analyze coverage documents re status of insurer discussions (.2); correspond with broker and Company re same (.1).
04/17/23	Christine A. Okike, P.C.	0.30	Review, analyze coverage documentation re insurance considerations.
04/19/23	William T. Pruitt	0.20	Correspond with Aon and Company re invoice submission considerations.
04/20/23	William T. Pruitt	0.20	Review, analyze policy documents re director and officer insurance coverage considerations (.1); correspond with Aon re same (.1).
04/24/23	William T. Pruitt	0.60	Review, analyze policy documentation re insurance coverage issues (.2); telephone conference with Aon re same (.2); review and analyze draft coverage position letter (.2).
04/27/23	William T. Pruitt	0.30	Review, analyze draft coverage letter (.2); correspond with Aon team re same (.1).
04/28/23	Christine A. Okike, P.C.	0.30	Review, analyze coverage documentation re insurance considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Isabella J. Paretti	1.90	Research pleadings, case law re insurance, waivers (1.7); correspond with F. Petrie re same (.2).
Total		10.60	

Document Page 132 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079947

Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 593,852.50

Total legal services rendered

\$ 593,852.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	1.40	1,605.00	2,247.00
Ziv Ben-Shahar	17.00	735.00	12,495.00
Trevor Eck	9.20	735.00	6,762.00
Julia R. Foster	1.10	480.00	528.00
David Hackel	12.20	735.00	8,967.00
Rob Jacobson	23.80	1,155.00	27,489.00
Katherine Karnosh	14.20	935.00	13,277.00
Mike James Koch	26.50	735.00	19,477.50
Sarah R. Margolis	7.60	995.00	7,562.00
Casey McGushin	8.40	1,415.00	11,886.00
Brian Nakhaimousa	90.90	995.00	90,445.50
Christine A. Okike, P.C.	61.00	1,850.00	112,850.00
Isabella J. Parette	22.60	735.00	16,611.00
Francis Petrie	96.50	1,295.00	124,967.50
Margaret Reiney	60.70	1,155.00	70,108.50
Jimmy Ryan	55.40	885.00	49,029.00
Michael B. Slade	4.80	1,855.00	8,904.00
Josh Sussberg, P.C.	4.40	2,045.00	8,998.00
Katie J. Welch	1.10	1,135.00	1,248.50
TOTALS	518.80		\$ 593,852.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/23	Christine A. Okike, P.C.	0.60	Review and revise plan timeline.
04/01/23	Francis Petrie	0.30	Review and revise solicitation timeline.
04/01/23	Margaret Reiney	0.70	Correspond with B. Nakhaimousa, K&E team re noticing.
04/02/23	Mike James Koch	5.00	Revise disclosure statement (3.9); analyze legal issues re same (.8); correspond with B. Nakhaimousa, K&E team re same (.3).
04/02/23	Brian Nakhaimousa	6.50	Revise disclosure statement (3.9); analyze comments to same (.3); further revise disclosure statement re same (2.0); correspond with M. Koch re disclosure statement (.3).
04/02/23	Christine A. Okike, P.C.	7.00	Review and revise plan timeline (1.9); review and revise disclosure statement (3.9); review, revise plan (1.2).
04/02/23	Margaret Reiney	2.10	Revise plan (1.6); correspond with J. Ryan, K&E team re same (.5).
04/02/23	Jimmy Ryan	1.70	Revise chapter 11 plan (1.3); correspond with M. Reiney, K&E team re same (.4).
04/02/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re plan timeline.
04/03/23	Mike James Koch	2.00	Revise disclosure statement (1.8); correspond with B. Nakhaimousa, re same (.2).
04/03/23	Brian Nakhaimousa	3.30	Revise disclosure statement (3.1); correspond with M. Koch, re same (.2).
04/03/23	Brian Nakhaimousa	0.10	Correspond with I. Paretti, M. Koch re April 19 hearing agenda re plan exclusivity.
04/03/23	Francis Petrie	2.80	Review and revise draft disclosure statement (1.7); correspond with M. Koch, K&E team re revisions to same (.6); telephone conference with BRG, Company re waterfall assumptions (.5).
04/03/23	Margaret Reiney	2.80	Revise disclosure statement (1.5); correspond with J. Ryan, K&E team re same (.4); review, revise plan (.9).
04/03/23	Jimmy Ryan	3.00	Revise chapter 11 plan (2.6); correspond with M. Reiney, K&E team re same (.4).
04/03/23	Josh Sussberg, P.C.	0.10	Review plan timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/04/23	Trevor Eck	2.00	Research precedent re disclosure statement motion, solicitation issues.
04/04/23	Mike James Koch	0.60	Revise disclosure statement.
04/04/23	Brian Nakhaimousa	2.00	Revise disclosure statement motion.
04/04/23	Christine A. Okike, P.C.	8.90	Review and revise disclosure statement.
04/04/23	Francis Petrie	2.10	Review revised deal documentation (1.2); correspond with M. Reiney, K&E team re same (.4); review revised documents re waterfall and liquidation analysis (.5).
04/04/23	Margaret Reiney	1.70	Correspond with F. Petrie, K&E team re deal structure (.4); review, revise plan, disclosure statement (1.3).
04/04/23	Jimmy Ryan	1.70	Revise chapter 11 plan (1.4); correspond with F. Petrie, K&E team re same (.3).
04/05/23	Brian Nakhaimousa	3.20	Revise disclosure statement motion (1.6); review, revise disclosure statement (1.1); analyze precedent re disclosure statement motions (.5).
04/05/23	Christine A. Okike, P.C.	2.40	Review and revise plan.
04/05/23	Christine A. Okike, P.C.	0.60	Telephone conference with M3, Brown Rudnick, BRG, Haynes and Boone, F. Petrie and K&E team re intercompany claims.
04/05/23	Isabella J. Paretti	2.10	Draft agenda re April omnibus hearing (1.5); conference with Haynes and Boone re same (.2); review, revise agenda re April 19 hearing re exclusivity (.4).
04/05/23	Francis Petrie	1.30	Telephone conference with Committee advisors re intercompany treatment (.5); correspond with M. Reiney, K&E teams re methodology (.2); review documents and presentation re same (.6).
04/05/23	Margaret Reiney	2.20	Correspond with F. Petrie, K&E team, Company re UCC meeting re waterfall (.7); review, revise deal documentation (1.3); correspond with F. Petrie, K&E team re same (.2).
04/05/23	Jimmy Ryan	0.80	Revise chapter 11 plan (.6); correspond with M. Reiney, K&E team re same (.2).
04/06/23	Brian Nakhaimousa	0.60	Review, revise agenda re April 19 hearing re plan exclusivity (.5); correspond with I. Paretti re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Christine A. Okike, P.C.	4.40	Review and revise plan (3.9); correspond with K&E team re same (.5).
04/06/23	Christine A. Okike, P.C.	1.10	Telephone conference with management and Haynes and Boone team re intercompany claims.
04/06/23	Isabella J. Paretti	0.30	Conference with B. Nakhaimousa re disclosure statement pleadings, research.
04/06/23	Isabella J. Paretti	0.40	Review, revise agenda re April omnibus hearing (.3); correspond with B. Nakhaimousa re same (.1).
04/06/23	Francis Petrie	2.70	Review draft deal documents (1.3); review research re setoff rights (1.0); review case law re same (.4).
04/06/23	Josh Sussberg, P.C.	0.10	Correspond with working group re exclusivity.
04/07/23	Trevor Eck	1.50	Analyze disclosure statement motion precedent re solicitation issues.
04/07/23	Brian Nakhaimousa	4.50	Revise disclosure statement motion (2.8); revise disclosure statement (.4); correspond with J. Ryan re same (.1); revise disclosure statement motion exhibits (1.2).
04/07/23	Francis Petrie	6.20	Review and revise plan of reorganization (2.2); review waterfall and claims treatment analysis deck (1.1); review draft disclosure statement (2.2); review precedent re same (.7).
04/07/23	Margaret Reiney	1.80	Correspond with F. Petrie, K&E team re UCC meeting re plan (.7); review, revise plan (.8); correspond with I. Paretti, K&E team re same (.3).
04/07/23	Jimmy Ryan	3.50	Coordinate conference logistics between Committee, Company, and Company advisors re chapter 11 plan (.3); review, revise chapter 11 plan (2.8); telephone conference with B. Nakhaimousa re same (.1); correspond with M. Reiney, K&E team re same (.3).
04/08/23	Brian Nakhaimousa	3.80	Revise disclosure statement motion (1.0); revise disclosure statement motion exhibits (2.3); revise disclosure statement (.5).
04/08/23	Margaret Reiney	0.70	Correspond with F. Petrie, K&E team re UCC meeting re waterfall.
04/08/23	Jimmy Ryan	0.20	Correspond with B. Nakhaimousa re chapter 11 plan.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/09/23	Christine A. Okike, P.C.	2.40	Review plan waterfall analysis presentation (2.1); correspond with J. Sussberg, BRG team re same (.3).
04/09/23	Christine A. Okike, P.C.	2.30	Review intercompany claims analysis (1.5); telephone conference with management and Haynes and Boone re same (.8).
04/09/23	Margaret Reiney	1.30	Prepare materials for UCC meeting re plan (.7); correspond with F. Petrie, K&E team, BRG , M3, Moelis re same (.6).
04/09/23	Jimmy Ryan	0.40	Coordinate conference logistics with F. Petrie, K&E team, Moelis team, Haynes and Boone team, M3 team, Committee, and Brown Rudnick team re chapter 11 plan.
04/09/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re waterfall analysis and UCC meeting.
04/10/23	Brian Nakhaimousa	3.20	Revise disclosure statement motion exhibits (3.1); correspond with R. Jacobson re disclosure statement motion (.1).
04/10/23	Brian Nakhaimousa	0.20	Correspond with I. Paretti, R. Jacobson re April 19 hearing agenda re exclusivity.
04/10/23	Christine A. Okike, P.C.	1.90	Review and revise plan (1.7); correspond with J. Sussberg re same (.2).
04/10/23	Isabella J. Paretti	1.10	Correspond with Haynes and Boone, Cole Schotz re April omnibus agenda (.3); revise same (.6); correspond with M. Reiney, K&E team re same (.2).
04/10/23	Francis Petrie	9.10	Prepare for meeting with Committee advisors (1.3); attend meeting with Committee advisors re plan and waterfall analysis (3.0); attend meeting with Brown Rudnick, BRG teams re intercompany transactions (1.7); review documents and deck re waterfall analysis and third-party transaction (1.6); review plan of reorganization (.6); review and revise proposed exclusivity order (.7); correspond with M. Reiney, K&E team re same (.2).
04/10/23	Margaret Reiney	5.20	Attend meeting with UCC, Company re waterfall, plan recoveries (3.0); prepare materials for same (.9); review, revise exclusivity order (.4); review, revise notice of same (.7); correspond with F. Petrie, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/23	Jimmy Ryan	3.50	Coordinate conference logistics with F. Petrie, K&E team, Moelis team, BRG team, Haynes and Boone team, M3 team, Committee, and Brown Rudnick team re chapter 11 plan (.4); participate in conference with F. Petrie, K&E team, Moelis team, BRG team, Haynes and Boone team, M3 team, Committee, and Brown Rudnick team re same (2.7); review, revise chapter 11 plan (.4).
04/10/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike re exclusivity status.
04/11/23	Rob Jacobson	0.50	Telephone conference with C. Okike, F. Petrie re plan, disclosure statement (.4); prepare for same (.1).
04/11/23	Mike James Koch	4.10	Conference with M. Reiney, K&E team re disclosure statement, plan considerations (.5); draft reply pleading re exclusivity (3.6).
04/11/23	Sarah R. Margolis	2.00	Conference with C. Okike, K&E team re plan (.5); analyze plan waterfall (1.2); correspond with J. Ryan re same (.1); review correspondence re same (.2).
04/11/23	Brian Nakhaimousa	1.30	Conference with C. Okike, K&E team re plan, disclosure statement (.5); conference with M. Reiney re disclosure statement, next steps (.2); revise disclosure statement (.6).
04/11/23	Brian Nakhaimousa	0.10	Review, revise April 19 hearing agenda re exclusivity.
04/11/23	Christine A. Okike, P.C.	1.40	Review Haynes and Boone comments to disclosure statement (.4); telephone conference with F. Petrie, K&E team re plan (.5); telephone conference with management and R. Kanowitz re exclusivity (.5).
04/11/23	Isabella J. Paretti	1.00	Review, revise agenda re April omnibus hearing, exclusivity (.7); correspond with Cole Schotz, Haynes and Boone re same (.3).
04/11/23	Francis Petrie	2.30	Telephone conference with Company re confirmation strategy (.5); telephone conference with C. Okike, K&E team re plan drafting (.5); review and revise draft plan (1.3).
04/11/23	Margaret Reiney	2.30	Review disclosure statement (1.8); correspond with R. Jacobson, K&E team re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Jimmy Ryan	2.60	Correspond with B. Nakhaimousa, K&E team re chapter 11 plan (.5); analyze precedent chapter 11 plans (1.1); research re same (.3); review, revise same (.7).
04/11/23	Josh Sussberg, P.C.	0.40	Correspond with Company re exclusivity and next steps.
04/12/23	Ziv Ben-Shahar	0.60	Analyze issues re objection to exclusivity motion.
04/12/23	Julia R. Foster	0.70	Research precedent re claims agent declarations in support of solicitation and exclusivity.
04/12/23	Mike James Koch	2.70	Draft reply pleading re exclusivity.
04/12/23	Brian Nakhaimousa	3.00	Review committee objection re exclusivity (.5); analyze precedent declarations in support of exclusivity (.7); draft, review, revise declaration in support of exclusivity re same (1.8).
04/12/23	Christine A. Okike, P.C.	1.70	Telephone conference with Company, BRG, Moelis, Haynes and Boone and F. Petrie, K&E teams re waterfall analysis (.5); telephone conference with R. Kanowitz re plan (.3); review UCC objection to exclusivity extension (.6); telephone conference with C Street re same (.3).
04/12/23	Francis Petrie	6.80	Review objection re exclusivity (.4); outline issues re same (.5); telephone conference with L. Wolf re response (.4); correspond with M. Reiney, K&E team re same (.6); review precedent objections re same (1.1); telephone conference with R. Jacobson, M. Reiney re deal documentation (.5); review Company comments re disclosure statement (.7); correspond with R. Jacobson re noticing (.3); telephone conference with Kroll team re noticing strategy and schedule (.3); correspond with M. Reiney re notice of disclosure statement hearing (.2); review materials re same (.4); revise correspondence re objection substance (.7); correspond with C. Okike re exclusivity reply (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/12/23	Margaret Reiney	2.80	Correspond with F. Petrie, K&E team re plan process (.6); review disclosure statement (.7); correspond with J. Ryan, K&E team re exclusivity (.7); correspond with J. Ryan, K&E team, Kroll re exclusivity (.3); review exclusivity objection (.5).
04/12/23	Jimmy Ryan	4.00	Review, analyze Committee objection to exclusivity motion (.7); correspond with M. Reiney, K&E team re same (.9); draft summary of same (1.4); revise, comment on response to objection re same (.4); conference with F. Petrie, K&E team re declaration in support of same (.2); correspond with M. Reiney, K&E team, and Company re chapter 11 plan (.3); telephone conference with M. Reiney re same (.1).
04/12/23	Josh Sussberg, P.C.	0.50	Review exclusivity objection.
04/13/23	Bob Allen, P.C.	0.20	Conference with T. Scheuer, SEC team re plan timing and processes.
04/13/23	Rob Jacobson	1.00	Revise disclosure statement motion.
04/13/23	Mike James Koch	2.60	Analyze precedent, legal issues re plan confirmation considerations (1.6); correspond with M. Reiney, K&E team re same (.3); review, revise reply pleading re exclusivity (.5); correspond with F. Petrie, K&E team re same (.2).
04/13/23	Brian Nakhaimousa	3.50	Revise disclosure statement (2.7); correspond with R. Jacobson re disclosure statement motion (.2); revise exclusivity reply (.6).
04/13/23	Brian Nakhaimousa	0.20	Review, revise April 19 hearing agenda re exclusivity.
04/13/23	Christine A. Okike, P.C.	2.10	Review and revise reply to objection to extension of exclusivity (1.3); review plan confirmation research (.8).
04/13/23	Christine A. Okike, P.C.	0.20	Telephone conference with R. Kanowitz re 3AC claims.
04/13/23	Isabella J. Paretti	2.60	Research re impaired classes treatment.
04/13/23	Francis Petrie	6.60	Review and revise reply to exclusivity objection (3.5); correspond with M. Reiney, K&E team re same (.8); telephone conference with Company re communications re same (.5); correspond with C. Okike re same (.2); review revisions to disclosure statement (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/23	Margaret Reiney	7.90	Draft, revise exclusivity declaration (2.3); correspond with F. Petrie, K&E team re same (.9); review, revise exclusivity reply (3.1); correspond with F. Petrie, K&E team re same (1.6).
04/13/23	Jimmy Ryan	6.40	Revise, comment on response to objection to motion to extend exclusivity (3.9); analyze Committee objection re same (.4); correspond with M. Reiney, K&E team re same (.2); further revise reply re same (.4); draft chapter 11 plan (1.5).
04/13/23	Josh Sussberg, P.C.	0.10	Correspond with Company re government interaction on plan.
04/13/23	Josh Sussberg, P.C.	0.50	Telephone conference with J. Mayers re exclusivity and next steps (.2); telephone conference with M. Meghji re same (.1); correspond with Company re exclusivity response (.2).
04/14/23	Rob Jacobson	9.30	Revise disclosure statement motion (3.6); analyze exhibits re same (2.3); analyze precedent re disclosure statement motions, orders (.7); review, revise disclosure statement motion, order re same (1.4); analyze draft plan, disclosure statement re same (1.1); correspond with B. Nakhaimousa re same (.2).
04/14/23	Mike James Koch	4.10	Revise reply re exclusivity (2.4); correspond with F. Petrie, K&E team re same (.7); draft disclosure statement motion (1.0).
04/14/23	Sarah R. Margolis	0.30	Review, analyze waterfall presentation.
04/14/23	Casey McGushin	1.40	Draft and revise exclusivity reply.
04/14/23	Brian Nakhaimousa	1.90	Revise disclosure statement motion (1.1); revise DS motion exhibits (.6); correspond with R. Jacobson re same (.2).
04/14/23	Brian Nakhaimousa	1.10	Revise disclosure statement.
04/14/23	Christine A. Okike, P.C.	1.10	Review and revise reply to objection to exclusivity extension.
04/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with A. Goldberg and R. Kanowitz re 3AC claims.
04/14/23	Isabella J. Parette	0.60	Revise disclosure statement motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/14/23	Francis Petrie	7.80	Review and revise reply to exclusivity objection (3.7); correspond with J. Sussberg, M. Reiney, K&E team, Company re same (1.8); review and revise same (2.3).
04/14/23	Margaret Reiney	5.60	Revise exclusivity reply (3.1); correspond with F. Petrie, K&E team re same (1.8); review, revise exclusivity agenda (.7).
04/14/23	Jimmy Ryan	6.00	Correspond with M. Reiney, K&E team re response to objection to motion to extend exclusivity (1.4); review, revise, comment on same (3.9); further revise same (.7).
04/14/23	Josh Sussberg, P.C.	1.10	Review and revise exclusivity reply (.9); correspond with J. Mayers and C. Okike re same (.1); correspond with M. Sirota re same (.1).
04/15/23	Rob Jacobson	5.10	Revise disclosure statement motion (3.9); analyze precedent re same (1.2).
04/15/23	Brian Nakhaimousa	1.20	Revise disclosure statement motion.
04/15/23	Isabella J. Paretti	0.40	Correspond with B. Nakhaimousa re omnibus hearing agenda, exclusivity (.2); review same (.1); correspond with M. Reiney, K&E team re same (.1).
04/15/23	Francis Petrie	3.40	Review and revise declarations in support of exclusivity (2.4); correspond with C. Okike, M. Slade, K&E team re objection, strategy (.8); review correspondence with M. Reiney re same (.2).
04/15/23	Josh Sussberg, P.C.	0.10	Correspond with M. Sirota re exclusivity hearing.
04/16/23	Rob Jacobson	5.00	Revise disclosure statement motion, related exhibits (2.5); analyze precedent re same (1.6); research precedent re same (.9).
04/16/23	Casey McGushin	0.80	Review and revise exclusivity motion.
04/16/23	Christine A. Okike, P.C.	2.00	Review Renzi declaration in support of exclusivity extension (.7); telephone conference with Kroll re plan solicitation and tabulation timeline (.2); review Kroll declaration in support of plan solicitation and tabulation timeline (.3); review plan waterfall analysis (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/23	Isabella J. Paretti	2.20	Review, revise agenda re omnibus hearing, exclusivity (1.8); correspond with Cole Schotz, Haynes and Boone, F. Petrie, and K&E team re same (.4).
04/16/23	Francis Petrie	4.90	Review and revise declarations, evidence in support of exclusivity (2.3); correspond with M. Reiney, K&E team re same (.4); revise document re exclusivity hearing (.5); review caselaw in support of extension (.7); review draft motion re disclosure statement (1.0).
04/16/23	Margaret Reiney	4.30	Revise exclusivity declaration (3.9); correspond with F. Petrie, K&E team, Company re same (.4).
04/16/23	Josh Sussberg, P.C.	0.10	Correspond with Company re exclusivity status and hearing.
04/17/23	Rob Jacobson	1.00	Review, comment on disclosure statement exhibits, ballots, notices, schedules (.7); correspond with F. Petrie re same (.3).
04/17/23	Mike James Koch	0.50	Prepare hearing materials re exclusivity motion.
04/17/23	Casey McGushin	1.30	Review, revise declarations in support of exclusivity motion.
04/17/23	Christine A. Okike, P.C.	1.90	Review Renzi and Pullo declarations in support of exclusivity extension motion (.8); telephone conference with M. Renzi re same (.2); review plan (.9).
04/17/23	Francis Petrie	3.10	Arrange for filing of exclusivity declarations (.5); correspond with M. Reiney re same (.3); review declarations (.2); review and revise disclosure statement motion (1.5); correspond with R. Jacobson re same (.3); correspond with J. Sussberg re exclusivity hearing preparation (.3).
04/17/23	Margaret Reiney	4.10	Revise exclusivity reply (1.4); revise declaration in support of exclusivity (1.2); correspond with M. Koch, K&E team re same (.7); correspond with J. Ryan, K&E team re exclusivity materials (.8).
04/17/23	Jimmy Ryan	0.60	Correspond with M. Reiney, K&E team re declaration in support of motion to extend exclusivity (.1); review, revise same (.5).
04/17/23	Michael B. Slade	0.40	Analyze declarations re exclusivity.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/23	Josh Sussberg, P.C.	0.30	Correspond re exclusivity status, Committee proposal (.2); telephone conference with M3 Advisors re same (.1).
04/18/23	Casey McGushin	3.10	Prepare for witness preparation sessions re exclusivity hearing (1.4); participate in witness preparation session with C. Pullo (.3); participate in witness preparation session with M. Renzi (.6); draft and revise direct examination outlines re exclusivity hearing (.8).
04/18/23	Brian Nakhaimousa	0.20	Conference with I. Paretti re disclosure statement motion exhibits.
04/18/23	Christine A. Okike, P.C.	2.10	Telephone conference with Kroll and F. Petrie, K&E team re exclusivity hearing (.3); telephone conference with BRG and F. Petrie, K&E team re same (.8); telephone conference with B. Tichenor re plan (1.0).
04/18/23	Isabella J. Paretti	0.70	Review, revise agenda re April omnibus hearing, exclusivity (.5); correspond with B. Nakhaimousa, K&E team re same (.2).
04/18/23	Francis Petrie	3.20	Telephone conference with M. Renzi, C. McGushin re exclusivity witness preparation (.5); telephone conference with C. Pullo re same (.3); revise materials re contested hearing (.2); correspond with C. Okike re exclusivity strategy (.2); telephone conference with M. Reiney re same (.2); review precedent extensions and correspond with M. Reiney re same (.7); review committee correspondence re hearing (.3); correspond with C. McGushin, K&E team re strategy re same (.2); review draft deck re liquidation scenario (.6).
04/18/23	Margaret Reiney	4.00	Correspond with F. Petrie, K&E team, Cole Schotz re exclusivity hearing (.4); correspond with B. Nakhaimousa, K&E team re plan documents (.7); review, revise same (1.3); review, revise materials re exclusivity hearing (1.6).
04/18/23	Jimmy Ryan	2.60	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.3); review, revise chapter 11 plan (2.3).
04/18/23	Michael B. Slade	2.10	Conference with witness re exclusivity motion and review materials re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/23	Josh Sussberg, P.C.	0.40	Correspond with Company re exclusivity hearing and status of same (.3); correspond with M. Slade re same (.1).
04/19/23	Ziv Ben-Shahar	4.60	Research re plan acceptance, impairment (2.6); draft memorandum re same (1.8); correspond with T. Eck, K&E team re same (.2).
04/19/23	Trevor Eck	1.60	Research precedent re disclosure statement, solicitation timeline (1.3); correspond with Z. Ben-Shahar, K&E team re same (.3).
04/19/23	Trevor Eck	0.50	Review, revise preference claim memorandum (.4); telephone conference with S. Margolis re same (.1).
04/19/23	Rob Jacobson	1.60	Review, comment on disclosure statement schedules (.4); draft turnover letter (.9); correspond with F. Petrie re same (.3).
04/19/23	Casey McGushin	1.80	Prepare for hearing on exclusivity.
04/19/23	Brian Nakhaimousa	3.20	Revise disclosure statement (2.3); research, analyze considerations re timing re disclosure statement motion (.7); correspond with T. Eck re table re same (.2).
04/19/23	Christine A. Okike, P.C.	1.40	Telephone conference with Company, BRG, Moelis, Haynes and Boone and F. Petrie, K&E teams re plan waterfall analysis (.4); review plan and disclosure statement (1.0).
04/19/23	Francis Petrie	3.80	Review research re preference treatment (.4); prepare documents and filings re exclusivity (1.3); review draft disclosure statement motion (1.2); review solicitation materials (.9).
04/19/23	Margaret Reiney	1.20	Revise exclusivity materials (.7); correspond with F. Petrie, K&E team re same (.5).
04/19/23	Jimmy Ryan	3.20	Revise chapter 11 plan (2.3); correspond with F. Petrie, K&E team re same (.9).
04/20/23	Ziv Ben-Shahar	8.80	Research re plan acceptance, impairment (2.8); draft formal memorandum re same (3.9); revise formal memorandum re same (2.1).
04/20/23	Trevor Eck	1.70	Revise memorandum re confirmation issues.
04/20/23	Julia R. Foster	0.40	Correspond with L. Yale re disclosure statement, plan precedent request.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/23	Rob Jacobson	0.30	Conference with M. Reiney, K&E team re plan, disclosure statement, related workstreams.
04/20/23	Sarah R. Margolis	1.80	Revise disclosure statement re wallet claims (.7); research case law re same (.7); correspond with B. Nakhaimousa re same (.2); telephone conference with M. Reiney, K&E team re plan, disclosure statement (.2).
04/20/23	Brian Nakhaimousa	7.10	Correspond with M. Koch re disclosure statement motion (.3); review, revise disclosure statement (3.9); analyze materials re same re Company (1.6); correspond with M. Reiney, I. Paretti, K&E team re same (.3); further review, revise disclosure statement re same (.5); conference with M. Reiney, K&E team re next steps re plan and disclosure statement (.5).
04/20/23	Christine A. Okike, P.C.	1.70	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re plan (.6); telephone conference with Company, BRG, Moelis, Haynes and Boone and F. Petrie, K&E teams re FTX/Alameda claims (1.1).
04/20/23	Isabella J. Paretti	2.70	Draft memorandum re plan considerations (1.6); correspond with Z. Ben-Shahar, T. Eck re same (.3); review, revise memorandum re same (.8).
04/20/23	Isabella J. Paretti	2.00	Conference with M. Reiney, K&E team re plan, disclosure statement (.2); conference with B. Nakhaimousa re same (.1); draft section re preferences re same (1.5); correspond with S. Margolis and B. Nakhaimousa re same (.2).
04/20/23	Francis Petrie	3.50	Review and revise plan and disclosure statement (2.6); office conferences with M. Reiney re same (.9).
04/20/23	Margaret Reiney	0.80	Correspond with F. Petrie, K&E team re plan (.5); correspond with F. Petrie, K&E team, Haynes and Boone re progress re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/20/23	Jimmy Ryan	6.20	Telephone conference with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.2); review, revise chapter 11 plan (3.9); office conferences with M. Reiney, K&E team re same (.9); telephone conference with Cole Schotz team re same (.1); with Cole Schotz team re same (.1); correspond with M. Reiney, K&E team re same (.6); further revise chapter 11 plan (.4).
04/21/23	Ziv Ben-Shahar	3.00	Research re plan considerations (2.2); correspond with J. Ryan, M. Koch, I. Paretti re same (.8).
04/21/23	Brian Nakhaimousa	5.60	Revise memorandum re plan considerations (.6); correspond with J. Ryan, K&E team re same (.2); review, revise disclosure statement (1.6); draft, revise disclosure statement re sale transaction (3.2).
04/21/23	Christine A. Okike, P.C.	1.90	Telephone conference with Company, BRG, Moelis, Haynes and Boone, and F. Petrie, K&E teams re plan recovery analysis (1.3); telephone conference with Haynes and Boone and F. Petrie, K&E teams re same (.3); review plan waterfall analysis (.3).
04/21/23	Isabella J. Paretti	2.90	Conference with J. Ryan re plan related considerations (.2); conference with Cole Schotz, J. Ryan re same (.2); review, revise memorandum re same (2.0); research case law re same (.3); correspond with J. Ryan re same (.2).
04/21/23	Francis Petrie	4.70	Telephone conference with Company re disclosure statement (1.3); correspond with J. Ryan, K&E team re plan revisions (.5); review memorandum re plan structuring and related issues (2.9).
04/21/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team re plan documents and considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/23	Jimmy Ryan	5.50	Revise, comment on memorandum re plan confirmation issues (1.6); telephone conference with I. Paretti re same (.2); correspond with I. Paretti, K&E team, and Cole Schotz team re same (.9); telephone conference with I. Paretti and Cole Schotz team re same (.1); research re plan considerations (.9); correspond with M. Reiney, K&E team re same (.6); correspond with F. Petrie, K&E team re chapter 11 plan (.3); review, revise same (.9).
04/21/23	Michael B. Slade	1.10	Telephone conference with BRG, Haynes and Boone, C. Okike, and K&E team re liquidation analysis and disclosure statement.
04/21/23	Katie J. Welch	1.10	Research re exculpatory provisions.
04/22/23	Brian Nakhaimousa	4.70	Review, analyze materials re transaction structuring (1.7); draft, review, revise disclosure statement re same (3.0).
04/22/23	Isabella J. Paretti	1.70	Revise memorandum re plan considerations (1.5); correspond with J. Ryan re same (.1); correspond with F. Petrie re same (.1).
04/22/23	Francis Petrie	3.30	Review and revise Plan and disclosure statement.
04/22/23	Jimmy Ryan	2.30	Revise chapter 11 plan.
04/23/23	Christine A. Okike, P.C.	1.70	Review plan and disclosure statement.
04/23/23	Francis Petrie	4.80	Review and revise Plan (2.0), review and revise disclosure Statement (2.8).
04/24/23	Trevor Eck	1.90	Revise plan.
04/24/23	Mike James Koch	1.00	Revise disclosure statement exhibits (.9); correspond with B. Nakhaimousa re same (.1).
04/24/23	Brian Nakhaimousa	6.50	Revise disclosure statement (1.6); correspond with M. Reiney, K&E team, Cole Schotz re same (.2); correspond with M. Koch re disclosure statement motion (.1); draft, revise disclosure statement re sale transaction (3.9); analyze materials re same (.7).
04/24/23	Christine A. Okike, P.C.	4.70	Telephone conference with Company, BRG, Moelis, Haynes and Boone and F. Petrie, K&E teams re plan waterfall analysis (.4); review plan (2.2); telephone conference with Company and BRG re expense allocation (.4); review disclosure statement (1.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Francis Petrie	4.40	Review plan comments (2.7); telephone conference with R. Jacobson, M. Reiney re deal documentation (.5); telephone conference with Company re intercompany allocations (.5); correspond with M. Reiney, K&E team re same (.7).
04/24/23	Margaret Reiney	2.50	Revise disclosure statement (1.4); correspond with B. Nakhaimousa, K&E team re same (.4); review, revise plan (.3); correspond with T. Eck, K&E team re same (.4).
04/25/23	Bob Allen, P.C.	1.20	Revise disclosure statement re regulatory concerns.
04/25/23	Brian Nakhaimousa	8.60	Revise disclosure statement (3.9); correspond with M. Reiney, K&E team re same, re plan treatment (.5); review advisor, Company comments re disclosure statement (1.1); analyze precedent, materials re company background re same (1.2); further review, revise disclosure statement re same (1.9).
04/25/23	Christine A. Okike, P.C.	0.40	Telephone conference with M. Renzi and B. Tichenor re plan.
04/25/23	Isabella J. Paretti	1.50	Revise disclosure statement (1.2); correspond with B. Nakhaimousa re same (.2); correspond with M. Reiney re same (.1).
04/25/23	Francis Petrie	1.40	Review revised Plan (.4); correspond with M. Reiney re same (.2); correspond with B. Nakhaimousa re revised disclosure statement (.4); analyze disclosure statement (.4).
04/25/23	Margaret Reiney	1.70	Revise plan (1.3); correspond with F. Petrie, K&E team re same (.4).
04/26/23	Mike James Koch	0.80	Revise disclosure statement re class treatment, plan considerations (.6); correspond with B. Nakhaimousa, J. Ryan re same (.2).
04/26/23	Sarah R. Margolis	1.80	Telephone conference with F. Petrie, K&E team re plan, disclosure statement (.5); draft exclusivity motion (1.0); research precedent re same (.3).
04/26/23	Brian Nakhaimousa	1.60	Conference with F. Petrie, K&E team re plan, disclosure statement (.5); review, revise disclosure statement (.8); correspond with R. Jacobson re confirmation timeline (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, BRG, Moelis, Haynes and Boone, and F. Petrie, K&E teams re plan waterfall analysis.
04/26/23	Francis Petrie	2.10	Telephone conference with Company re plan and disclosure statement (.5); review and revise confirmation schedule (.3); correspond re plan content and revisions (.7); telephone conference with M. Reiney, K&E team re plan drafting and deal documents (.6).
04/26/23	Margaret Reiney	1.40	Revise plan re intercompany considerations (.8); correspond with B. Nakhaimousa re same (.6).
04/26/23	Jimmy Ryan	1.20	Revise chapter 11 plan (.8); video conference with F. Petrie, K&E team re same (.4).
04/27/23	David Hackel	0.50	Correspond with S. Margolis re exclusivity motion (.1); analyze precedent re same (.4).
04/27/23	Katherine Karnosh	0.60	Review disclosure statement.
04/27/23	Mike James Koch	2.20	Revise disclosure statement (.2); correspond with B. Nakhaimousa, M. Reiney re same (.2); revise disclosure statement motion (.8); revise disclosure statement motion exhibits re same (.6); correspond with B. Nakhaimousa re same (.4).
04/27/23	Sarah R. Margolis	1.70	Draft exclusivity motion (.6); research case updates re same (.3); correspond with D. Hackel, T. Eck re same (.3); correspond with R. Jacobson re same (.1); research first exclusivity motion, order (.2); research case law re same (.2).
04/27/23	Brian Nakhaimousa	6.60	Draft, review, revise disclosure statement motion (1.1); review, revise disclosure statement motion exhibits (2.5); review, revise disclosure statement (3.0).
04/27/23	Christine A. Okike, P.C.	4.20	Attend meeting with Brown Rudnick, Haynes and Boone, F. Petrie, K&E teams re plan (1.3); follow up meeting with Haynes and Boone, F. Petrie, K&E teams re same (.7); telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re same (.5); analyze plan (.3); telephone conference with F. Petrie, K&E team re same (.4); telephone conference with Company, JPLs, Moelis, BRG and F. Petrie, K&E teams re plan waterfall analysis (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Isabella J. Paretti	0.40	Review pleadings re objections to disclosure statement.
04/27/23	Francis Petrie	4.60	Telephone conference with Company re communications re disclosure statement (.5); conference with J. Sussberg re deal status (.5); telephone conference with C. Okike re plan revisions (.5); review and revise disclosure statement materials (.6); correspond with M. Reiney, K&E team re work in progress re deal (.7); telephone conference with BRG team re best interest tests (1.0); review materials re same (.8).
04/27/23	Margaret Reiney	1.30	Correspond with F. Petrie, K&E team re plan (.7); review, revise same (.6).
04/27/23	Michael B. Slade	1.20	Conference with UCC re plan matters.
04/27/23	Josh Sussberg, P.C.	0.30	Correspond re disclosure statement and investigation re same.
04/28/23	David Hackel	9.60	Draft, revise second exclusivity motion (3.9); research, analyze precedent re same (3.5); analyze precedent for disclosure statement, plan of confirmation, wallet motion, wallet reply, stipulated facts, and wallet declaration r (2.1); correspond with S. Margolis re same (.1).
04/28/23	Katherine Karnosh	9.70	Review and revise plan (5.1); review and revise disclosure statement (4.6).
04/28/23	Brian Nakhaimousa	5.90	Revise disclosure statement exhibits (1.7); correspond with M. Koch, Cole Schotz, Haynes and Boone, Kroll re same (.2); review, revise disclosure statement (2.5); correspond with M. Reiney, K&E team re same (.2); review, revise disclosure statement motion (1.3).
04/28/23	Francis Petrie	1.30	Correspond with B. Nakhaimousa re revised disclosure statement (.2); review language re same (1.1).
04/29/23	David Hackel	2.10	Revise second exclusivity motion (1.5); analyze precedent re same (.4); correspond with S. Margolis re same (.2).
04/29/23	Katherine Karnosh	3.90	Review and revise disclosure statement.
04/29/23	Mike James Koch	0.90	Research, analyze caselaw re disclosure statement considerations (.8); correspond with B. Nakhaimousa re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/23	Brian Nakhaimousa	0.70	Revise disclosure statement (.3); correspond with M. Reiney, K&E team re same (.1); review, revise ds motion (.3).
04/29/23	Margaret Reiney	1.50	Revise disclosure statement (1.4); correspond with B. Nakhaimousa, K&E team re same (.1).
04/30/23	Brian Nakhaimousa	0.50	Revise disclosure statement motion exhibits.
04/30/23	Margaret Reiney	0.30	Review plan comments.
Total		518.80	

Document Page 153 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079948
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 6,105.00

Total legal services rendered

\$ 6,105.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	2.60	1,850.00	4,810.00
Francis Petrie	1.00	1,295.00	1,295.00
TOTALS	3.60		\$ 6,105.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Christine A. Okike, P.C.	0.90	Telephone conference with JPLs, Walkers, management and Haynes and Boone re international key work streams.
04/13/23	Christine A. Okike, P.C.	1.00	Telephone conference with JPLs, Walkers, E&Y, Haynes and Boone and K&E teams re international key work streams.
04/20/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, JPLs, Walkers, Haynes and Boone, and K&E teams re international key work streams.
04/27/23	Francis Petrie	1.00	Telephone conference with JPLs, Walkers, Haynes and Boone re plan of reorganization.
Total		3.60	

Document Page 156 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079949
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 88,561.00

Total legal services rendered

\$ 88,561.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	4.80	735.00	3,528.00
Trevor Eck	13.00	735.00	9,555.00
Julia R. Foster	4.20	480.00	2,016.00
David Hackel	16.90	735.00	12,421.50
Rob Jacobson	9.10	1,155.00	10,510.50
Mike James Koch	12.00	735.00	8,820.00
Sarah R. Margolis	16.50	995.00	16,417.50
Brian Nakhaimousa	3.40	995.00	3,383.00
Isabella J. Parette	7.50	735.00	5,512.50
Francis Petrie	2.60	1,295.00	3,367.00
Margaret Reiney	6.60	1,155.00	7,623.00
Jimmy Ryan	1.50	885.00	1,327.50
Mason N. Zurek	4.10	995.00	4,079.50
TOTALS	102.20		\$ 88,561.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Julia R. Foster	1.60	Correspond with S. Margolis, K&E team re privilege and confidentiality in January 2023 monthly fee statement (.2); review and revise January 2023 monthly fee statement (1.1); prepare same for filing (.3).
04/03/23	Sarah R. Margolis	0.80	Correspond with R. Jacobson, K&E team re privilege and confidentiality in January 2023 monthly fee statement (.6); review, revise same (.2).
04/04/23	David Hackel	0.10	Correspond with S. Margolis re K&E invoice for privilege and confidentiality.
04/04/23	Sarah R. Margolis	0.20	Correspond with D. Hackel, K&E team re privilege and confidentiality in K&E monthly fee statement.
04/05/23	Julia R. Foster	2.60	Correspond with S. Margolis re K&E first interim fee application (.3); draft K&E first interim fee application (2.3).
04/05/23	David Hackel	0.20	Correspond with S. Margolis re K&E invoice reviews re privilege and confidentiality (.1); correspond with S. Margolis, J. Foster re same (.1).
04/05/23	Sarah R. Margolis	2.30	Revise K&E invoice re privilege and confidentiality (1.5); correspond with D. Hackel, K&E team re same (.8).
04/06/23	David Hackel	5.60	Correspond with S. Margolis re review of K&E invoice for privilege and confidentiality (.4); review, revise K&E invoice for privilege and confidentiality (3.9); further review, revise K&E invoice for same (1.3).
04/07/23	Trevor Eck	2.70	Review, revise K&E invoice for privilege, confidentiality.
04/07/23	David Hackel	4.90	Revise K&E invoice for privilege and confidentiality (3.9); further review, revise same for privilege and confidentiality (1.0).
04/10/23	David Hackel	1.50	Review, revise K&E invoice for privilege and confidentiality (1.4); correspond with S. Margolis re same (.1).
04/10/23	Sarah R. Margolis	1.60	Review, revise K&E invoices re privilege, confidentiality.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Ziv Ben-Shahar	4.80	Review, revise K&E invoice statement for privilege and confidentiality.
04/11/23	Trevor Eck	4.00	Review, revise invoice re privilege, confidentiality issues.
04/11/23	David Hackel	2.40	Review, revise K&E invoice for privilege and confidentiality (2.2); correspond with S. Margolis re same (.2).
04/11/23	Mike James Koch	5.10	Review, revise monthly fee statement re confidentiality, privilege considerations (3.9); correspond with S. Margolis re same (.2); review, revise monthly fee statement re same (1.0).
04/11/23	Sarah R. Margolis	1.00	Correspond with T. Eck, working group re K&E invoices (.1); review, revise K&E invoice for privilege and confidentiality (.9).
04/11/23	Isabella J. Paretti	5.10	Review, revise K&E invoice re privilege and confidentiality (3.9); further review, revise same for privilege and confidentiality (1.1); correspond with M. Koch re same (.1).
04/12/23	Trevor Eck	5.90	Review, revise K&E invoice re privilege, confidentiality.
04/12/23	Isabella J. Paretti	2.40	Review, revise K&E invoice re privilege and confidentiality (2.3); correspond with billing department re same (.1).
04/13/23	Trevor Eck	0.20	Draft certificate of no objection re monthly fee statement.
04/13/23	Mike James Koch	0.30	Analyze retention schedules re confidentiality considerations for supplemental declaration in support of K&E retention (.2); correspond with B. Nakhaimousa re same (.1).
04/14/23	David Hackel	1.20	Correspond with S. Margolis, R. Jacobson re K&E invoice re privilege and confidentiality (.1); analyze correspondence from S. Margolis re same (.2); revise K&E invoice re same (.9).
04/14/23	Sarah R. Margolis	2.30	Correspond with M. Koch re interim fee application (.2); correspond with T. Eck, R. Jacobson M. Reiney re same (.3); review, revise K&E fee application re privilege, confidentiality issue (1.3); correspond with R. Jacobson re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/16/23	Sarah R. Margolis	4.40	Review, revise K&E invoice re privilege, confidentiality (3.9); correspond with D. Hackel, F. Petrie, R. Jacobson re same (.2); further revise K&E invoices re privilege, confidentiality issues (.3).
04/16/23	Brian Nakhaimousa	1.10	Review, revise K&E invoice for privilege and confidentiality.
04/16/23	Mason N. Zurek	4.10	Review, revise K&E invoice for privilege and confidentiality (3.7); correspond with S. Margolis re same (.4).
04/17/23	David Hackel	1.00	Correspond with S. Margolis, M. Reiney, R. Jacobson, K&E team re K&E invoice re privilege and confidentiality (.1); review, revise K&E invoice re same (.9).
04/17/23	Mike James Koch	2.70	Draft first interim fee application.
04/17/23	Sarah R. Margolis	2.20	Review, revise K&E invoice for privilege and confidentiality.
04/17/23	Brian Nakhaimousa	2.30	Review, revise K&E invoice for privilege and confidentiality.
04/17/23	Jimmy Ryan	1.50	Review, revise K&E invoice for privilege and confidentiality.
04/18/23	Trevor Eck	0.20	Revise certificate of no objection re monthly fee statement (.1); correspond with Cole Schotz, S. Margolis re same (.1).
04/18/23	Sarah R. Margolis	0.90	Correspond with T. Eck, R. Jacobson, and Company re certificate of no objection re month fee statement (.4); analyze same (.3); correspond with M. Reiney re K&E invoice (.1); correspond with M. Koch re interim fee application (.1).
04/18/23	Margaret Reiney	2.60	Review, revise K&E invoice for privilege and confidentiality.
04/19/23	Rob Jacobson	7.00	Review, revise K&E invoice for privilege and confidentiality (3.9); further review, revise K&E invoice for privilege and confidentiality (3.1).
04/20/23	Rob Jacobson	2.10	Review, revise K&E invoice for privilege and confidentiality.
04/22/23	Margaret Reiney	1.20	Review, revise K&E invoice for privilege and confidentiality (.7); correspond with Z. Ben-Shahar, K&E team re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Mike James Koch	2.60	Review, revise first interim fee application (2.5); correspond with S. Margolis re same (.1).
04/26/23	Sarah R. Margolis	0.50	Review, revise K&E invoices re privilege, confidentiality.
04/26/23	Francis Petrie	2.60	Review and revise monthly fee invoice.
04/27/23	Mike James Koch	1.30	Draft cover sheets re K&E monthly fee statements (1.2); correspond with S. Margolis re same (.1).
04/27/23	Sarah R. Margolis	0.30	Correspond with M. Reiney, K&E team re invoices (.1); revise K&E invoice re privilege, confidentiality (.2).
04/27/23	Margaret Reiney	2.80	Review, revise February, March K&E invoice for privilege and confidentiality.
Total		102.20	

Document Page 162 of 621
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079950
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 17,793.50

Total legal services rendered

\$ 17,793.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	8.70	735.00	6,394.50
Brian Nakhaimousa	6.50	995.00	6,467.50
Francis Petrie	1.40	1,295.00	1,813.00
Margaret Reiney	2.70	1,155.00	3,118.50
TOTALS	19.30		\$ 17,793.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Trevor Eck	1.10	Review, revise Deloitte retention application (1.0); correspond with B. Nakhaimousa re same (.1).
04/03/23	Brian Nakhaimousa	0.10	Correspond with T. Eck re Deloitte retention.
04/06/23	Brian Nakhaimousa	1.50	Review, revise Deloitte retention application (1.4); correspond with T. Eck re same (.1).
04/10/23	Trevor Eck	1.10	Review, revise Deloitte retention application.
04/10/23	Margaret Reiney	1.60	Draft stipulation to appoint fee examiner (1.2); correspond with B. Nakhaimousa, K&E team re same (.4).
04/11/23	Trevor Eck	2.50	Revise Deloitte retention application (2.1); analyze precedent re same (.4).
04/12/23	Trevor Eck	1.50	Revise Deloitte retention application.
04/12/23	Francis Petrie	0.90	Review and revise stipulation re fee examiner appointment (.4); correspond with M. Reiney re same (.2); review precedent order re same (.3).
04/13/23	Trevor Eck	0.40	Revise Deloitte retention application.
04/13/23	Brian Nakhaimousa	2.40	Review, revise Deloitte retention application (2.0); conference with R. Jacobson re same (.2); correspond with T. Eck re same (.2).
04/13/23	Margaret Reiney	1.10	Review, revise stipulation re fee examiner (.7); correspond with F. Petrie, K&E team re same (.4).
04/14/23	Francis Petrie	0.50	Review and revise stipulation re appointment of fee examiner (.3); correspond with S. Golden, K&E team re same (.2).
04/20/23	Brian Nakhaimousa	0.30	Correspond with Cole Schotz, R. Jacobson re BRG first fee application (.1); review same (.2).
04/21/23	Trevor Eck	1.50	Revise Deloitte retention application.
04/26/23	Brian Nakhaimousa	0.30	Conference with Cole Schotz re BRG interim fee application (.2); correspond with F. Petrie, M. Reiney re same (.1).
04/28/23	Brian Nakhaimousa	0.40	Review Moelis fee statement (.2); correspond with Cole Schotz, Moelis re same (.2).
04/29/23	Brian Nakhaimousa	1.50	Revise Deloitte retention application (1.4); correspond with T. Eck re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/23	Trevor Eck	0.60	Revise Deloitte retention application.
Total		19.30	

Document Page 166 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079951

Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 6,562.50

Total legal services rendered

\$ 6,562.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	2.20	1,455.00	3,201.00
Katherine Karnosh	0.90	935.00	841.50
Anthony Vincenzo Sexton, P.C.	1.50	1,680.00	2,520.00
TOTALS	4.60		\$ 6,562.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/23	Katherine Karnosh	0.10	Telephone conference with S. Toth, M. Reiney, F. Petrie, W. Guthrie re bid mark-ups.
04/12/23	Steven M. Cantor	1.00	Review confidential bid documents.
04/12/23	Anthony Vincenzo Sexton, P.C.	0.10	Review tax election materials.
04/14/23	Steven M. Cantor	0.30	Correspond with Company re tax issues.
04/14/23	Katherine Karnosh	0.20	Telephone conference with S. Cantor, A. Sexton, Company, Deloitte re tax diligence requests.
04/14/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with Company and Deloitte re status of tax analysis.
04/19/23	Katherine Karnosh	0.10	Telephone conference with R. Jacobson, A. Sexton, S. Toth, S. Cantor re tax issues re wallet motion, exclusivity, timeline.
04/19/23	Anthony Vincenzo Sexton, P.C.	0.10	Review, analyze reportable transaction issue.
04/21/23	Steven M. Cantor	0.30	Telephone conference with Company and Deloitte re tax issues.
04/21/23	Katherine Karnosh	0.20	Telephone conference with A. Sexton, S. Cantor, Company, J. Gardyn re diligence progress, return preparation progress.
04/21/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with Company and Deloitte re status of tax analysis.
04/27/23	Steven M. Cantor	0.30	Analyze plan re tax issues.
04/27/23	Anthony Vincenzo Sexton, P.C.	0.30	Analyze plan re tax issues.
04/28/23	Steven M. Cantor	0.30	Telephone conference with A. Sexton, Deloitte team re income tax status.
04/28/23	Katherine Karnosh	0.30	Telephone conference with A. Sexton, S. Cantor, Deloitte team re tax reporting and diligence progression.
04/28/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with K. Karnosh, Company and Deloitte re status of tax analysis.
Total		4.60	

Document Page 169 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079952
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 32,760.00

Total legal services rendered

\$ 32,760.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard U. S. Howell, P.C.	7.10	1,620.00	11,502.00
Casey McGushin	2.30	1,415.00	3,254.50
Alexandra Schrader	3.40	985.00	3,349.00
Michael B. Slade	7.90	1,855.00	14,654.50
TOTALS	20.70		\$ 32,760.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/02/23	Michael B. Slade	1.20	Travel from Chicago, IL to New York, NY for meetings and deposition (billed at half time).
04/05/23	Michael B. Slade	1.50	Travel from New York, NY to Chicago, IL following meetings and deposition (billed at half time).
04/09/23	Michael B. Slade	1.20	Travel from Chicago, IL to New York, NY for meetings and depositions (billed at half time).
04/10/23	Alexandra Schrader	1.60	Travel from Chicago, IL to New York, NY re deposition (billed at half time).
04/12/23	Richard U. S. Howell, P.C.	1.50	Travel from Chicago, IL to New York, NY for depositions and deposition preparation (billed at half time).
04/13/23	Richard U. S. Howell, P.C.	1.40	Travel from New York, NY to Chicago, IL following deposition preparation (billed at half time).
04/14/23	Alexandra Schrader	1.80	Travel from New York, NY to Chicago, IL re return from deposition (billed at half time).
04/14/23	Michael B. Slade	1.20	Travel from New York, NY to Chicago, IL following meetings and depositions (billed at half time).
04/16/23	Casey McGushin	1.30	Travel from Chicago, IL to New York, NY for meeting with S. Vogel and exclusivity hearing (billed at half time).
04/17/23	Richard U. S. Howell, P.C.	1.50	Travel from Chicago, IL to New York, NY for conference re independent investigation (billed at half time).
04/18/23	Richard U. S. Howell, P.C.	1.40	Travel from New York, NY to Chicago, IL following investigation meetings (billed at half time).
04/20/23	Casey McGushin	1.00	Travel from New York, NY to Nashville, TN following meetings and exclusivity hearing (billed at half time).
04/24/23	Michael B. Slade	1.60	Travel from New York, NY to Philadelphia, PA for deposition (1.0) (billed at half time); travel from Philadelphia, PA to New York, NY for meetings and deposition (.6) (billed at half time).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079952

BlockFi Inc.

Matter Number:

54119-23

Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Richard U. S. Howell, P.C.	1.30	Travel from New York, NY to Chicago, IL following deposition (billed at half time).
04/26/23	Michael B. Slade	1.20	Travel from New York, NY to Chicago, IL following meetings and deposition (billed at half time).
Total		20.70	

Document Page 173 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079953

Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 3,647.50

Total legal services rendered

\$ 3,647.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	1.60	1,155.00	1,848.00
Sarah R. Margolis	0.60	995.00	597.00
Christine A. Okike, P.C.	0.30	1,850.00	555.00
Francis Petrie	0.50	1,295.00	647.50
TOTALS	3.00		\$ 3,647.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/23	Christine A. Okike, P.C.	0.30	Telephone conference with U.S. Trustee and S. Golden re fee examiner.
04/05/23	Francis Petrie	0.50	Telephone conference with S. Golden, K&E team re authorized depository (.3); draft correspondence to C. Okike re same (.2).
04/20/23	Sarah R. Margolis	0.50	Correspond with BRG team re monthly operating reports (.2); review, analyze same (.2); correspond with R. Jacobson re same (.1).
04/21/23	Rob Jacobson	1.60	Review, comment on monthly operating reports (1.5); correspond with S. Margolis re same (.1).
04/21/23	Sarah R. Margolis	0.10	Correspond with R. Jacobson, BRG re monthly operating reports.
Total		3.00	

Document Page 176 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079954
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 164,259.50

Total legal services rendered

\$ 164,259.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	20.10	1,605.00	32,260.50
Kelsey Bleiweiss	19.80	1,245.00	24,651.00
Megan Buenviaje	23.30	475.00	11,067.50
Esther Estella Garcia	18.90	645.00	12,190.50
Meghan E. Guzaitis	4.70	550.00	2,585.00
Ricardo Guzman	10.00	475.00	4,750.00
Allison F. Murphy	6.40	1,310.00	8,384.00
Brian Nakhaimousa	0.70	995.00	696.50
Christine A. Okike, P.C.	5.80	1,850.00	10,730.00
Alex D. Pappas	7.70	985.00	7,584.50
Isabella J. Parette	2.90	735.00	2,131.50
Francis Petrie	1.90	1,295.00	2,460.50
William Phalen	1.20	1,245.00	1,494.00
Alexandria Ray	2.70	715.00	1,930.50
Laura K. Riff	28.80	1,405.00	40,464.00
Michael B. Slade	0.30	1,855.00	556.50
Steve Toth	0.20	1,615.00	323.00
TOTALS	155.40		\$ 164,259.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/03/23	Bob Allen, P.C.	1.20	Conference with L. Riff re productions re CFTC subpoena (1.0); analyze subpoena re same (.2).
04/03/23	Esther Estella Garcia	2.50	Correspond with L. Riff, C. Costello re production status (.7); prepare search query logic (.8); correspond with L. Riff re same (.2); draft production logic (.5); correspond with L. Riff, C. Costello re privilege screen (.3).
04/03/23	Laura K. Riff	2.60	Manage document review protocol, strategy re UCC diligence requests.
04/04/23	Bob Allen, P.C.	0.40	Prepare re conference with Company re regulatory investigations (.2); conference with Company re same (.2).
04/04/23	Megan Buenviaje	2.20	Review workflow parameters and searches re contested matter materials (1.2); correspond with L. Riff and K&E team re workflow status (.7); prepare documents re vendor processing (.3).
04/04/23	Esther Estella Garcia	1.00	Conference with L. Riff, re production status (.2); prepare search query logic (.2); correspond with L. Riff re same (.2); prepare production logic (.2); correspond with L. Riff and C. Costello re privilege screen (.2).
04/04/23	Alex D. Pappas	0.10	Correspond with L. Riff re California subpoena.
04/04/23	Francis Petrie	0.30	Correspond with Company, K&E team re regulatory statute.
04/04/23	Laura K. Riff	1.50	Review documents re production to regulators.
04/05/23	Bob Allen, P.C.	0.30	Review correspondence re regulatory matters (.1); review correspondences with C. Okike re same (.2).
04/05/23	Esther Estella Garcia	2.50	Correspond with L. Riff, C. Costello re document production status (.2); prepare search query logic (.5); correspond with L. Riff re search results re same (.3); prepare production logic (1.3); correspond with L. Riff, Chris Costello re privilege screen (.2).
04/05/23	Meghan E. Guzaitis	0.80	Prepare case documents for expert review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Bob Allen, P.C.	1.80	Correspond with J. Wheaton, K&E team re regulatory issues, considerations (.3); review and analyze state regulatory production documents (1.2); correspond with A. Pappas, K&E team re same (.3).
04/06/23	Esther Estella Garcia	1.80	Correspond with L. Riff and C. Costello re production status (.3); prepare search query logic (.5); correspond with L. Riff re same (.2); prepare production logic (.4); correspond with L. Riff and C. Costello re privilege screen (.4).
04/06/23	Meghan E. Guzaitis	0.50	Prepare pleadings re deposition preparation.
04/06/23	Brian Nakhaimousa	0.70	Review, revise summary re chapter 11 cases re CTFC (.6); correspond with I. Paretti re same (.1).
04/06/23	Alex D. Pappas	0.50	Analyze document production re regulatory issues.
04/06/23	Isabella J. Paretti	2.90	Draft summary re CFTC subpoena (2.6); correspond with M. Reiney, K&E team re same (.3).
04/06/23	Laura K. Riff	3.30	Manage review of documents for productions to regulators.
04/07/23	Megan Buenviaje	0.90	Analyze document production re regulatory considerations (.7); correspond with Deloitte re production updates (.2).
04/07/23	Megan Buenviaje	1.40	Review workflow parameters and searches (.8); review, revise documentation and tracking logs re same (.6).
04/07/23	Esther Estella Garcia	1.00	Correspond with L. Riff and C. Costello re production and quality control (.2); prepare search query logic (.2); correspond with L. Riff re same (.2); prepare production logic (.2); correspond with L. Riff and C. Costello re privilege screen re same (.2).
04/08/23	Laura K. Riff	0.70	Telephone conference with C. McGushin, K&E team re outstanding litigation workstreams, strategy and next steps.
04/09/23	Bob Allen, P.C.	0.30	Review and analyze letter from U.S. Senate re Silvergate Bank (.2); correspond with Company re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/23	Bob Allen, P.C.	1.00	Telephone conference with Company re congressional requests (.2); correspond with R. Brown and B. Cohen re the same (.3); conference with R. Brown and A. Murphy re same (.3); review draft response to letter from B. Cohen (.1); correspond with A. Murphy re same (.1).
04/10/23	Megan Buenviaje	0.70	Analyze final production set (.4); review, revise tracker re document production (.1); correspond with L. Riff re same (.2).
04/10/23	Megan Buenviaje	3.20	Review workflow parameters and searches (.9); conference with L. Riff, K&E team re workflow status (.7); review, revise documentation and tracking logs re same (.8); prepare witness searches for attorney review (.8).
04/10/23	Esther Estella Garcia	1.50	Correspond with L. Riff and C. Costello re production and quality control (.5); prepare search query logic (.3); correspond with L. Riff re search results re same (.2); prepare production logic (.3); correspond with L. Riff and C. Costello re privilege screen re same (.2).
04/10/23	Esther Estella Garcia	0.50	Prepare search query logic (.3); correspond with L. Riff re search results (.2).
04/10/23	Allison F. Murphy	2.20	Analyze letter from Senator E. Warren and Representative A. Ocasio-Cortez (.9); telephone conference with R. Brown and B. Allen re response re same (.3); draft letter response (1.0).
04/10/23	Laura K. Riff	1.80	Review production of documents to regulators.
04/11/23	Bob Allen, P.C.	0.60	Prepare for conference with Company re regulatory updates (.2); conference with Company re same (.4).
04/11/23	Megan Buenviaje	1.40	Review workflow parameters and searches re regulatory issues (.7); correspond with L. Riff, K&E team re workflow status re same (.3); update process documentation and tracking logs re same (.4).
04/11/23	Allison F. Murphy	2.50	Conference with Company re response to Senator E. Warren's letter (.5); review, revise response re same (1.5); conference with C. Okike re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/11/23	Laura K. Riff	1.50	Review documents for production to regulators (1.0); review, analyze documents re same (.5).
04/12/23	Bob Allen, P.C.	1.40	Review, revise response letter re regulators (.2); draft CFTC talking points (.2); correspond with L. Riff, K&E team re same (1.0).
04/12/23	Allison F. Murphy	1.00	Revise response to Senator E. Warren (.4); conference with R. Brown re strategy re same (.2); correspond with Company re strategy re same (.4).
04/13/23	Bob Allen, P.C.	0.60	Conference with L. Riff re CFTC subpoena.
04/13/23	Ricardo Guzman	0.50	Correspond with L. Riff re document selection.
04/13/23	Allison F. Murphy	0.30	Conference with Company re response to Senator E. Warren (.2); review same (.1).
04/13/23	Christine A. Okike, P.C.	0.20	Telephone conference with SEC re regulatory issues.
04/13/23	Alex D. Pappas	0.40	Conference with SEC re regulatory issues (.1); review memorandum re same (.3).
04/13/23	Laura K. Riff	2.50	Telephone conference with B. Allen re CFTC subpoena (.5); review and analyze materials re same (1.5); review productions of documents to federal regulators re same (.5).
04/14/23	Ricardo Guzman	0.50	Analyze document selection for attorney review and reporting (.3); correspond with M. Guzaitis re project planning (.2).
04/14/23	Christine A. Okike, P.C.	1.90	Analyze regulatory issues re third party sale (1.0); draft correspondence to SEC re same (.7); correspond with Brown Rudnick re same (.2).
04/15/23	Ricardo Guzman	1.50	Analyze document selection for attorney review (1.2); correspond with M. Guzaitis re document review project updates (.3).
04/16/23	Ricardo Guzman	0.50	Analyze document selection for attorney review and trial planning (.3); correspond with M. Guzaitis re document review project updates (.2).
04/17/23	Bob Allen, P.C.	1.40	Telephone conference with SEC re confidential bid disclosures and related issues (.4); revise talking points re CFTC update (.5); correspond with J. Wheaton re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/23	Megan Buenviaje	1.70	Review workflow parameters and searches re regulatory issues (.7); confer with L. Riff, K&E team re workflow status re same (.2); revise process documentation and tracking logs re same (.8).
04/17/23	Christine A. Okike, P.C.	1.70	Telephone conference with SEC, B. Allen and K&E team re regulatory matters (.5); telephone conference with B. Tichenor re same (.2); analyze regulatory issues (1.0).
04/17/23	Alex D. Pappas	0.40	Conference with SEC, B. Allen, and C. Okike re regulatory matters.
04/17/23	William Phalen	1.20	Telephone conference with potential bidder re CFIUS assessment.
04/17/23	Steve Toth	0.20	Telephone conference with bidder counsel, W. Phelan K&E team re CFIUS.
04/18/23	Bob Allen, P.C.	0.40	Telephone conference with Company re regulatory developments.
04/18/23	Kelsey Bleiweiss	0.20	Conference with L. Riff re production status.
04/18/23	Kelsey Bleiweiss	0.20	Conference with Deloitte team re document production issues.
04/18/23	Kelsey Bleiweiss	0.20	Analyze materials re regulatory considerations.
04/18/23	Megan Buenviaje	1.90	Review workflow parameters and searches re regulatory issues (.4); prepare workflow summaries re same (.9); revise process documentation and tracking logs re same (.6).
04/18/23	Megan Buenviaje	1.30	Analyze discovery considerations (.3); conference with L. Riff, K&E team re workflow status (.6); review, revise documentation and tracking logs re discovery (.4).
04/18/23	Esther Estella Garcia	2.20	Correspond with L. Riff, C. Costello re quality control re document production (.4); prepare search query logic (.8); correspond with L. Riff re search results re regulatory issues (.2); prepare production logic re same (.6); correspond with L. Riff and C. Costello re privilege screen (.2).
04/18/23	Meghan E. Guzaitis	0.70	Prepare exhibits re deposition preparation.
04/18/23	Ricardo Guzman	0.20	Telephone conference with Deloitte re project updates and planning.
04/18/23	Christine A. Okike, P.C.	0.30	Review SEC correspondence re chapter 11 plan.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/18/23	Alex D. Pappas	0.10	Correspond with L. Riff re regulatory matters.
04/18/23	Laura K. Riff	3.50	Manage review and production of documents to regulators (1.5); correspond with K. Bleiweiss re same (.5); telephone conferences with B. Allen re same (.5); telephone conference with B. Allen and Z. Prince re same (.4); review and analyze documents for same (.6).
04/19/23	Bob Allen, P.C.	2.20	Conference with Company and L. Riff re productions to government (.2); prepare for conference with J. Wheaton at CFTC re same (.3); review, talking points and subpoena (.4); conference with J. Wheaton at CFTC re same (1.0); correspond with Company and K&E team re same (.3).
04/19/23	Kelsey Bleiweiss	0.70	Review documents re production information.
04/19/23	Kelsey Bleiweiss	0.90	Telephone conference with L. Riff re regulatory matters.
04/19/23	Kelsey Bleiweiss	0.30	Telephone conference with M. Six and L. Riff re privilege document review.
04/19/23	Megan Buenviaje	2.30	Review workflow parameters and searches (.8); prepare workflow summaries (.7); correspond with L. Riff and K&E team re review strategy (.4); update process documentation and tracking logs (.4).
04/19/23	Esther Estella Garcia	2.30	Prepare production logic (.5); correspond with L. Riff and C. Costello re privilege screen (.5); review and analyze production searches re quality control (.8); revise coding and redactions re document production re same (.5).
04/19/23	Christine A. Okike, P.C.	1.20	Analyze SEC questions and considerations.
04/19/23	Alex D. Pappas	1.00	Conference with J. Wheaton re regulatory related document requests.
04/19/23	Alex D. Pappas	1.70	Review and analyze documents re regulatory matters and privilege considerations.
04/19/23	Francis Petrie	1.60	Telephone conference with B. Allen, CFTC re BlockFi regulatory process (1.0); draft correspondence re same (.6).
04/19/23	Alexandria Ray	2.70	Review and tag case documents for privilege.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/19/23	Laura K. Riff	4.00	Telephone conference with B. Allen, A. Pappas, and J. Wheaton re subpoena (1.0); manage review and production of documents in response to subpoenas (3.0).
04/20/23	Bob Allen, P.C.	1.70	Conference with K. Bleiweiss re transition of regulatory work (.2); conference with J. Wheaton re CFTC investigation (.2); conference with Company re same (.6); review and analyze Committee solvency presentation, related l materials re CFTC inquiry (.7).
04/20/23	Kelsey Bleiweiss	0.20	Telephone conference with R. Allen, L. Riff and A. Pappas re production status.
04/20/23	Kelsey Bleiweiss	1.30	Review regulatory documents materials.
04/20/23	Esther Estella Garcia	2.80	Correspond with L. Riff, C. Costello re regulatory matters.
04/20/23	Alex D. Pappas	0.20	Conference with B. Allen and L. Riff re regulatory issues, updates.
04/20/23	Laura K. Riff	3.90	Review productions of documents to federal regulators.
04/20/23	Michael B. Slade	0.30	Analyze regulator requests re document production.
04/21/23	Bob Allen, P.C.	0.80	Correspond with Delaware regulators re tax request (.1); analyze materials re CFTC presentation (.3); conference with K&E team re same (.4).
04/21/23	Kelsey Bleiweiss	1.50	Review documents re regulatory considerations.
04/21/23	Megan Buenviaje	0.70	Review workflow parameters and searches (.3); conference with L. Riff, K&E team re workflow status (.4).
04/21/23	Megan Buenviaje	0.70	Review workflow parameters and searches (.4); telephone conference with L. Riff, K&E team re workflow status (.3).
04/21/23	Ricardo Guzman	1.00	Analyze document selection for production and quality control process (.5); correspond with Deloitte re document production process (.3); correspond with C. Costello re project updates (.2).
04/21/23	Laura K. Riff	3.50	Review productions of documents to federal regulators (3.0); correspond with K. Bleiweiss, M. Buenviaje, R. Guzman and E. Garcia re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/22/23	Meghan E. Guzaitis	0.80	Review Deloitte production documents re regulatory considerations.
04/22/23	Meghan E. Guzaitis	1.20	Prepare documents re deposition preparation.
04/23/23	Megan Buenviaje	0.30	Correspond with M. Guzaitis re document production.
04/23/23	Meghan E. Guzaitis	0.70	Prepare Deloitte production documents re regulatory considerations.
04/24/23	Bob Allen, P.C.	2.60	Conference with T. Schauer and SEC re bid concerns (.3); correspond with K. Bleiweiss re device collections in connection with CFTC request (.2); review disclosure statement re regulatory issues, considerations (2.1).
04/24/23	Kelsey Bleiweiss	1.70	Analyze document production issues (1.5); correspondence re same (.2).
04/24/23	Kelsey Bleiweiss	0.30	Conference with B. Allen, K&E team re document production status.
04/24/23	Megan Buenviaje	1.80	Review workflow parameters and searches re document review (.8); conference with L. Riff, K&E team re workflow status (.6); update process documentation and tracking logs (.4).
04/24/23	Esther Estella Garcia	0.50	Prepare production quality control search re privilege screen.
04/24/23	Ricardo Guzman	3.00	Analyze document selection re production, attorney review, workflow updates and reporting (2.3); correspond with Deloitte re collection process (.2); correspond with K. Bleiweiss re project planning (.5).
04/24/23	Ricardo Guzman	0.30	Telephone conference with C. Costello, K&E team re document review, production updates, strategy.
04/24/23	Allison F. Murphy	0.40	Coordinate transmission of response letter to U.S. Senator E. Warren.
04/24/23	Christine A. Okike, P.C.	0.50	Conference with SEC, B. Allen, K&E team re regulatory issues.
04/24/23	Alex D. Pappas	1.10	Research re CFTC regulatory inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Bob Allen, P.C.	2.60	Conference with J. Wheaton and A. Pappas re document requests (.3); correspond with A. Pappas re CFTC (.2); conference with Company re CFTC strategy (.5); telephone conference with Company re regulatory investigations (.5); conference with M. Slade re CFTC requests (.2); analyze documents re CFTC requests (.9).
04/25/23	Kelsey Bleiweiss	0.10	Conference with Deliotte re document production matters.
04/25/23	Kelsey Bleiweiss	0.40	Conference with Company re regulatory issues and updates.
04/25/23	Kelsey Bleiweiss	0.70	Review documents re production re CFTC subpoena.
04/25/23	Kelsey Bleiweiss	2.00	Analyze outstanding document production matters (1.7); correspond with L. Riff re same (.3).
04/25/23	Kelsey Bleiweiss	0.30	Review documents from Deloitte re subpoena.
04/25/23	Alex D. Pappas	0.20	Conference with J. Wheaton (CFTC) re information requests.
04/25/23	Alex D. Pappas	0.30	Conference with B. Allen re CFTC presentation.
04/26/23	Bob Allen, P.C.	0.30	Review, revise disclosure statement re regulatory issues (.1); correspond with M. Nonanka re same (.1); conference with K. Bleiweiss re productions (.1).
04/26/23	Kelsey Bleiweiss	0.50	Analyze document production issues in response to CFTC subpoena.
04/26/23	Kelsey Bleiweiss	0.80	Review documents for production re quality control, privilege issues.
04/26/23	Kelsey Bleiweiss	0.20	Analyze documents re potential privilege issues.
04/26/23	Megan Buenviaje	1.60	Review workflow parameters and searches (.8); conference with K. Bleiweiss, K&E team re same (.4); revise process documentation and tracking logs (.4).
04/26/23	Esther Estella Garcia	0.30	Prepare investigatory request re production analysis.
04/26/23	Alex D. Pappas	1.10	Review and analyze documents re investigation matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Bob Allen, P.C.	0.30	Conference with Company re regulatory strategy.
04/27/23	Kelsey Bleiweiss	1.80	Review documents for production re quality control.
04/27/23	Megan Buenviaje	0.40	Review workflow parameters and searches.
04/27/23	Alex D. Pappas	0.60	Review and analyze documents re investigation matters.
04/28/23	Bob Allen, P.C.	0.20	Conference with K. Bleiweiss re document preservation (.1); correspond with California and State regulators (.1).
04/28/23	Kelsey Bleiweiss	2.70	Analyze considerations re document collection.
04/28/23	Kelsey Bleiweiss	2.30	Review documents for production re response to subpoena.
04/28/23	Megan Buenviaje	0.80	Prepare documents for production (.4); conference with R. Guzman re production specifications (.4).
04/28/23	Ricardo Guzman	2.20	Analyze document selection re production, quality control process and reporting (1.5); correspond with Deloitte re production process (.2); correspond with case team re document production (.5).
04/29/23	Kelsey Bleiweiss	0.50	Review documents re quality control re production.
04/29/23	Ricardo Guzman	0.30	Correspond with K. Bleiweiss and Deloitte re production updates and quality control process.
Total		155.40	

Document Page 188 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079955

Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 461,445.00

Total legal services rendered

\$ 461,445.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kelsey Bleiweiss	0.40	1,245.00	498.00
Cade C. Boland	14.60	985.00	14,381.00
Megan Buenviaje	1.10	475.00	522.50
Zac Ciullo	7.90	1,310.00	10,349.00
Meghan E. Guzaitis	2.70	550.00	1,485.00
Ricardo Guzman	0.70	475.00	332.50
Shayne Henry	7.90	1,310.00	10,349.00
Richard U. S. Howell, P.C.	26.20	1,620.00	42,444.00
Ashton LeBourgeois	2.20	485.00	1,067.00
Casey McGushin	85.70	1,415.00	121,265.50
Allison F. Murphy	0.30	1,310.00	393.00
Laura K. Riff	15.80	1,405.00	22,199.00
Alexandra Schrader	9.20	985.00	9,062.00
Michael B. Slade	115.30	1,855.00	213,881.50
Josh Sussberg, P.C.	2.30	2,045.00	4,703.50
Katie J. Welch	7.50	1,135.00	8,512.50
TOTALS	299.80		\$ 461,445.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/01/23	Shayne Henry	4.50	Review confidential documents re investigation (3.9); correspond with C. McGushin, K&E team re same (.6).
04/01/23	Casey McGushin	1.70	Review and analyze documents re risk policies re investigation report.
04/02/23	Michael B. Slade	0.90	Prepare materials for preparation sessions re investigation report.
04/03/23	Michael B. Slade	4.30	Conferences with witnesses, K&E team, Haynes and Boone re preparation for deposition (2.9); review materials re same (1.4).
04/04/23	Casey McGushin	4.20	Review and analyze witness deposition re investigation considerations (1.2); review and revise draft investigation insert (.6); review and analyze documents re investigation report (.9); prepare for conference re investigation (.5); conference with S. Vogel regarding investigation (1.0).
04/04/23	Michael B. Slade	9.70	Prepare for deposition re investigation matters.
04/05/23	Shayne Henry	0.30	Correspond with C. McGushin re review of deposition transcripts.
04/05/23	Richard U. S. Howell, P.C.	1.00	Correspond with M. Slade, C. McGushin, K&E litigation team re investigation.
04/05/23	Casey McGushin	3.80	Conference with Company re investigation matters (1.1); review and analyze deposition transactions re investigation matters (2.2); conference with Company regarding documents for investigation (.5).
04/05/23	Laura K. Riff	1.50	Manage document review protocol, strategy re depositions, experts and productions.
04/05/23	Michael B. Slade	4.60	Review documents re diligence requests re investigation (2.2); review materials re independent director review (2.4).
04/06/23	Megan Buenviaje	1.10	Prepare files re deposition (.6); review workflow parameters and searches (.2); review, revise documentation and tracking logs re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/06/23	Shayne Henry	2.20	Analyze witness deposition transcript (2.0); correspond with C. McGushin, K&E team re same (.2).
04/06/23	Casey McGushin	4.80	Conference with S. Vogel re investigation (1.0); prepare for conference with S. Vogel re investigation (.6); review and analyze deposition transcripts re investigation (1.4); draft investigation report (1.8).
04/06/23	Michael B. Slade	6.30	Conference with witness and co-counsel re deposition preparation re investigation matters (2.5); conference with second witness and co-counsel re deposition preparation re investigation matters (2.4); review documents re investigation (1.4).
04/07/23	Cade C. Boland	2.60	Analyze confidential documents re investigation (1.6); draft factual modules re same (1.0).
04/07/23	Casey McGushin	4.40	Correspond with S. Henry, K&E team re work in process re investigation matters (.6); conference with consultant re investigation (.8); draft investigation report (1.1); revise same (1.0); review and analyze deposition transcripts re investigation (.9).
04/07/23	Michael B. Slade	4.10	Meeting with witness and co-counsel re deposition preparations (2.5); review documents re investigation (1.6).
04/08/23	Shayne Henry	0.90	Conference with M. Slade re deposition preparations and solvency analysis.
04/08/23	Casey McGushin	2.90	Draft investigation report related to certain significant transactions (2.1); revise same (.8).
04/08/23	Michael B. Slade	2.10	Conference with S. Henry, K&E team re investigation update (.5); review documents re investigation (1.6).
04/09/23	Michael B. Slade	1.40	Review confidential documents re investigation.
04/10/23	Cade C. Boland	0.20	Review witness materials re deposition preparation re investigation matters.
04/10/23	Ashton LeBourgeois	1.00	Confidential research re investigation matters.
04/10/23	Casey McGushin	7.20	Conference with Company re investigation matters (.4); draft report re investigation (3.5); revise same (1.0); research re legal issues re investigation report (2.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/23	Michael B. Slade	6.70	Conference with witness re deposition preparation re investigation matters (2.5); meeting with second witness to prepare for deposition re same (2.6); review documents re witness meetings re same (1.6).
04/11/23	Zac Ciullo	2.10	Analyze supporting pleadings re Special Committee Report.
04/11/23	Richard U. S. Howell, P.C.	1.10	Correspond with working group re independent director investigation (.3); review materials re independent director investigation (.8).
04/11/23	Ashton LeBourgeois	1.20	Research court filings re investigation.
04/11/23	Casey McGushin	5.90	Draft investigation report (2.8); revise report re same (3.1).
04/11/23	Michael B. Slade	10.40	Prepare for deposition re investigation issues (3.9); defend deposition re same (3.9); conference with witness re deposition preparation (2.6).
04/12/23	Zac Ciullo	1.30	Draft Special Committee report.
04/12/23	Richard U. S. Howell, P.C.	2.10	Telephone conferences with C. McGushin, K&E team re strategy re investigation (1.3); review materials re same (.5); prepare correspondence re open diligence items for independent director investigation (.3).
04/12/23	Casey McGushin	4.40	Prepare for conference with consulting expert re investigation (.5); conference with consulting expert re investigation (1.0); conference with S. Vogel re investigation process (1.0); prepare for conference with S. Vogel re investigation (.4); draft investigation report (.8); revise same (.4); conference with L. Thorne re investigation (.3).
04/12/23	Laura K. Riff	1.90	Manage document review protocol, strategy re document production, deposition preparations.
04/12/23	Michael B. Slade	9.10	Prepare for deposition re investigation matters (3.9); attend deposition re same (5.2).
04/13/23	Zac Ciullo	4.50	Draft report re Special Committee.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/23	Casey McGushin	6.90	Conference with solvency consulting expert regarding analysis (1.1); draft investigation report (3.7); research issues re to legal standards re claims analyzed in investigation report (1.8); coordinate information collection from Company re investigation (.3).
04/13/23	Michael B. Slade	4.70	Conference with witness, R. Howell, A. Schrader re deposition preparation (2.5); review documents re investigation diligence (2.2).
04/14/23	Richard U. S. Howell, P.C.	1.00	Review, analyze claims investigation materials.
04/14/23	Casey McGushin	3.30	Draft investigation report.
04/14/23	Allison F. Murphy	0.30	Review correspondence re investigation letter (.1); revise letter re investigation matters re same (.1); conference with R. Brown re same (.1).
04/14/23	Laura K. Riff	2.70	Manage document review protocol, strategy re document production, deposition preparation.
04/15/23	Meghan E. Guzaitis	1.10	Prepare case documents re deposition preparation.
04/15/23	Michael B. Slade	2.20	Review, revise declaration (1.9); correspond with S. Henry, K&E team re same (.3).
04/16/23	Meghan E. Guzaitis	1.10	Prepare case documents re deposition preparation.
04/16/23	Michael B. Slade	1.40	Review, revise declarations (1.1); correspond with K&E team re same (.3).
04/17/23	Richard U. S. Howell, P.C.	3.70	Review draft documents re investigation (1.3); review investigation materials re conference with S. Vogel (.8); review board minutes re conference with J. Hill (1.0); telephone conference with same re investigation (.6).
04/17/23	Casey McGushin	3.70	Review and analyze materials re investigation (1.4); prepare for conference with S. Vogel re investigation (1.2); research issues re legal standards re claims in investigation (1.1).
04/17/23	Laura K. Riff	1.20	Prepare deposition materials.
04/17/23	Alexandra Schrader	0.20	Conference with C. McGushin re draft investigation report (.1); correspond with same re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/17/23	Michael B. Slade	1.00	Analyze investigation report and related documents.
04/18/23	Richard U. S. Howell, P.C.	4.50	Telephone conference with S. Vogel re investigation.
04/18/23	Casey McGushin	5.70	Prepare for conference with S. Vogel re investigation (1.2); conference with S. Vogel re investigation (3.4); draft investigation report (1.1).
04/18/23	Michael B. Slade	4.80	Conference with S. Vogel, K&E team re investigation (3.9); correspond with S. Vogel, K&E team re follow up re same (.9).
04/19/23	Richard U. S. Howell, P.C.	2.20	Review board materials re depositions (1.1); correspond with C. McGushin re investigation (.6); telephone conference with same re same (.5).
04/19/23	Michael B. Slade	4.20	Telephone conference with G. Thornton re privilege considerations (.4); conference with counsel for witness re investigation matters (.8); review documents re same (.4); analyze investigation report (2.2); telephone conference with Company re open issues re same (.4).
04/19/23	Josh Sussberg, P.C.	0.30	Conference with C. Okike and M. Slade re investigation and next steps.
04/20/23	Richard U. S. Howell, P.C.	2.60	Telephone conferences with C. McGushin, S. Vogel, K&E team re investigation (2.2); prepare and review board materials re same (.4).
04/20/23	Casey McGushin	2.80	Conference with S. Vogel, K&E team, and consulting experts re investigation (1.6); draft investigation report (1.2).
04/20/23	Laura K. Riff	4.70	Review, prepare, finalize documents for production to UCC (3.9); analyze production process, issues and considerations re same (.8).
04/20/23	Michael B. Slade	6.00	Conference with C. McGushin, K&E team witness re deposition preparation re investigation matters (1.2); review documents re same (.6); telephone conference with witnesses re investigation matters (.8); review, revise investigation report (3.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/23	Cade C. Boland	2.10	Conference with M. Slade, K&E team re investigation (.6); draft report re special investigation (1.5).
04/21/23	Richard U. S. Howell, P.C.	2.00	Telephone conferences with C. McGushin and K&E team re investigation (1.3); review investigation materials re same (.7).
04/21/23	Casey McGushin	4.30	Conference with M. Slade, K&E team re investigation (.5); conference with S. Vogel and R. Howell re investigation (.3); conference with consulting expert re investigation (.4); draft report re investigation (1.0); revise same (.9); review and analyze deposition transcripts re report re same (1.2).
04/21/23	Laura K. Riff	3.80	Review, analyze UCC diligence requests (.5); prepare same for production (3.0); correspond with K. Bleiweiss, M. Buenviaje and R. Guzman re same (.3).
04/21/23	Alexandra Schrader	0.40	Review, analyze draft investigation report.
04/21/23	Michael B. Slade	2.30	Telephone conference with K. Welch, K&E team re investigation report (.5); telephone conference with counsel for witness re investigation matters (.2); review materials re deposition preparation re same (1.6).
04/21/23	Josh Sussberg, P.C.	0.10	Correspond with Brown Rudnick re investigation.
04/21/23	Katie J. Welch	0.60	Conference with M. Slade and K&E team re investigation memorandum.
04/22/23	Cade C. Boland	3.00	Draft report re special investigation.
04/22/23	Michael B. Slade	1.80	Review documents re deposition preparation re investigation matters deposition (1.6); telephone conference with Company re same (.2).
04/23/23	Cade C. Boland	2.50	Draft report re special committee investigation.
04/23/23	Casey McGushin	2.40	Draft report re investigation (1.9); revise same (.5).
04/23/23	Alexandra Schrader	5.20	Review and revise draft investigation report.
04/23/23	Katie J. Welch	2.00	Revise memorandum re special committee investigation.
04/24/23	Cade C. Boland	0.40	Draft report re special committee investigation.
04/24/23	Meghan E. Guzaitis	0.50	Prepare documents re deposition preparation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Ricardo Guzman	0.50	Analyze document selection re investigation matters (.3); correspond with M. Slade, K&E team re work in process re same (.2).
04/24/23	Casey McGushin	3.60	Draft investigation report (3.0); revise same (.6).
04/24/23	Alexandra Schrader	0.90	Review draft investigation report (.3); analyze considerations re same (.6).
04/24/23	Michael B. Slade	6.10	Prepare for deposition re investigation matters (1.0); defend deposition re same (3.5); review report re investigation (1.6).
04/24/23	Katie J. Welch	2.80	Review witness deposition transcript re investigation memorandum.
04/25/23	Cade C. Boland	0.20	Draft notes re special committee investigation report.
04/25/23	Ricardo Guzman	0.20	Telephone conference with Deloitte and K&E team re project updates and planning.
04/25/23	Richard U. S. Howell, P.C.	1.30	Review, analyze claims investigation materials (.5); telephone conferences with C. McGushin, K&E team re same (.8).
04/25/23	Casey McGushin	1.90	Rereview, analyze considerations re investigation (.8); review and revise draft investigation report re investigation matters (1.1).
04/25/23	Michael B. Slade	5.10	Conference with witness re deposition preparation (2.2); correspond with witness re same (1.0); review documents re investigation (1.9).
04/26/23	Richard U. S. Howell, P.C.	0.50	Correspond with M. Slade and C. McGushin re UCC investigation and related issues.
04/26/23	Richard U. S. Howell, P.C.	0.60	Telephone conference with M. Slade, C. McGushin re investigation issues.
04/26/23	Casey McGushin	1.50	Conference with consulting expert and company re investigation issues (1.0); draft report reinvestigation re same (.5).
04/26/23	Michael B. Slade	6.40	Prepare for deposition re investigation matters (1.2); defend deposition re same (3.6); conference with Company re same (.4); review report re Special Committee (1.2).
04/27/23	Cade C. Boland	0.50	Review materials re special committee investigation report.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Richard U. S. Howell, P.C.	2.30	Review, analyze investigation materials (.5); review special UCC investigation findings (1.2); correspond with C. McGushin re same (.6).
04/27/23	Casey McGushin	1.00	Review and analyze materials re potential claims identified by UCC (.8); conference with R. Howell re same (.2).
04/27/23	Michael B. Slade	2.80	Review report re investigation.
04/27/23	Josh Sussberg, P.C.	1.90	Conference with Brown Rudnick re investigation (1.1); conference with M. Slade, R. Kanowitz and C. Okike re same (.7); conference with Company re same (.1).
04/28/23	Richard U. S. Howell, P.C.	1.30	Review, revise draft documents re investigation (1.1); correspond with C. McGushin re same (.2).
04/28/23	Casey McGushin	2.30	Conference with E. Blair Chube re investigation (.9); draft report re investigation (1.0); revise report re same (.4).
04/28/23	Alexandra Schrader	0.30	Review draft investigation report.
04/28/23	Michael B. Slade	4.10	Conference with S. Henry, K&E team re daily updates (.4); review, revise investigation report (2.7); telephone conference with potential witness re fact gathering (1.0).
04/28/23	Katie J. Welch	0.60	Review, revise memorandum re investigation.
04/29/23	Kelsey Bleiweiss	0.40	Conference with R. Guzman, K&E team re case work in process.
04/29/23	Cade C. Boland	3.10	Conference with C. McGushin, K&E team re investigation matters (.4); revise special investigation report (2.7).
04/29/23	Casey McGushin	3.30	Conference with M. Slade and K&E team re investigation (.5); draft and revise investigation report (2.0); research matters re same (.8).
04/29/23	Alexandra Schrader	0.20	Review draft investigation report.
04/29/23	Alexandra Schrader	0.50	Conference with C. McGushin, K&E team re case status, next steps.
04/29/23	Michael B. Slade	0.40	Conference with C. McGushin, K&E team re investigation report.
04/29/23	Katie J. Welch	1.10	Review and revise memorandum re investigation.
04/29/23	Katie J. Welch	0.40	Conference with M. Slade and K&E team re investigation memorandum.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/30/23	Casey McGushin	3.70	Draft report re investigation (1.5); revise report re same (2.2).
04/30/23	Alexandra Schrader	1.50	Review and revise draft investigation report.
04/30/23	Michael B. Slade	2.40	Draft report re investigation (2.0); revise report re same (.4).
Total		299.80	

Document Page 199 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079957

Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 278,337.50

Total legal services rendered

\$ 278,337.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David Hackel	0.20	735.00	147.00
Rob Jacobson	118.60	1,155.00	136,983.00
Sarah R. Margolis	21.10	995.00	20,994.50
Christine A. Okike, P.C.	3.80	1,850.00	7,030.00
Isabella J. Paretti	63.40	735.00	46,599.00
Francis Petrie	24.20	1,295.00	31,339.00
Michael B. Slade	19.00	1,855.00	35,245.00
TOTALS	250.30		\$ 278,337.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/09/23	Sarah R. Margolis	0.10	Correspond with F. Petrie, J. Ryan re wallet inquiry.
04/02/23	Michael B. Slade	1.20	Review documents re UCC diligence requests re wallet.
04/03/23	Sarah R. Margolis	0.60	Review revise wallet reply (.5); correspond with I. Paretti re same (.1).
04/03/23	Isabella J. Paretti	3.30	Review, revise reply re wallet withdrawal reply (2.6); review diligence re same (.5); correspond with S. Margolis re same (.2).
04/04/23	Rob Jacobson	3.30	Review, comment on reply in support of wallet motion (2.9); telephone conference with S. Margolis, I. Paretti re same (.4).
04/04/23	Sarah R. Margolis	3.30	Review, revise wallet reply (.7); correspond with I. Paretti re same (.1); review, revise objections summary (1.0); correspond with I. Paretti, R. Jacobson re same (.1); review, revise wallet reply (.5); office conference with I. Paretti re wallet reply (.3); telephone conference with R. Jacobson, I. Paretti re same (.6).
04/04/23	Isabella J. Paretti	2.80	Review, revise reply re wallet withdrawal motion (1.1); review, revise corresponding exhibit re same (.7); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.1); conference with S. Margolis re same (.3); conference with R. Jacobson, S. Margolis re same (.5).
04/05/23	Sarah R. Margolis	0.40	Review, revise wallet reply (.3); correspond with I. Paretti re same (.1).
04/05/23	Isabella J. Paretti	2.80	Review, revise reply in support of wallet withdrawal motion (2.6); correspond with S. Margolis re same (.2).
04/07/23	Isabella J. Paretti	2.00	Correspond with F. Petrie re wallet diligence (.3); review same (.2); draft narrative re same (.3); research re same (1.1); correspond with R. Jacobson re same (.1).
04/08/23	Isabella J. Paretti	0.20	Correspond with Company re wallet diligence.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/10/23	Rob Jacobson	7.00	Review, analyze diligence materials re wallet diligence requested by counsel to ad hoc committee (1.3); correspond with Company re same (.6); draft cover note re same (3.9); correspond with M. Slade re same (.2); correspond with Company re data, diligence, cover note for counsel to ad hoc committee (.4); review, analyze wallet withdrawal declaration, draft brief (.6).
04/10/23	Sarah R. Margolis	0.50	Review, revise Wallet reply (.4); correspond with I. Paretti re same (.1).
04/10/23	Isabella J. Paretti	1.90	Correspond with R. Jacobson re wallet diligence (.2); research supporting documentation re same (.3); review, revise reply re wallet withdrawal reply brief (1.2); correspond with S. Margolis re same (.2).
04/11/23	Rob Jacobson	6.00	Review, revise wallet reply brief (2.7); correspond with Company re same (.2); review, analyze diligence materials re same (.5); review, revise letter to counsel to ad hoc committee re same (1.8); correspond with S. Margolis, I. Paretti re same (.3); review, comment on declaration in support of wallet withdrawal relief re same (.5).
04/11/23	Sarah R. Margolis	0.50	Telephone conference with R. Jacobson re wallet reply brief (.4); correspond with R. Jacobson, I. Paretti re same (.1).
04/11/23	Christine A. Okike, P.C.	1.40	Review responses to ad hoc wallet committee diligence requests.
04/11/23	Isabella J. Paretti	0.80	Review letters re wallet diligence (.3); correspond with R. Jacobson re same (.2); draft summary re same (.2); correspond with S. Margolis re same (.1).
04/12/23	Rob Jacobson	5.00	Review, revise reply brief in support of wallet relief (3.5); review, analyze issues re same (.4); review, diligence materials, communication materials re same (.6); review, revise brief re same (.5).
04/13/23	Rob Jacobson	3.10	Review, comment on wallet withdrawal reply brief (2.8); correspond with I. Paretti, S. Margolis re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/13/23	Isabella J. Paretti	0.50	Correspond with R. Jacobson re wallet withdrawal reply brief and declaration (.2); research diligence materials re same (.1); review draft reply re same (.2).
04/14/23	Michael B. Slade	1.70	Telephone conference with R. Jacobson, K&E team, Haynes and Boone, re deposition re wallet withdrawal motion (.5); review and revise reply brief re same (1.2).
04/18/23	David Hackel	0.20	Research re wallet withdrawal reply (.1); correspond with I. Paretti re same (.1).
04/18/23	Rob Jacobson	0.30	Telephone conference with counsel to ad hoc committee, Deferred 1031, M. Slade re wallet briefing schedule (.2); correspond with F. Petrie, K&E team re same (.1).
04/18/23	Sarah R. Margolis	0.70	Telephone conference with I. Paretti re wallet reply (.2); research re terms of service, contractual obligations (.5).
04/18/23	Isabella J. Paretti	1.60	Conference with S. Margolis re wallet withdrawal reply brief (.4); correspond with R. Jacobson, K&E team re same (.2); research case law re same (.9); correspond with T. Eck, D. Hackel re same (.1).
04/18/23	Francis Petrie	0.40	Telephone conference with Troutman Pepper, M. Slade re wallet briefing and schedule (.2); correspond with R. Jacobson, K&E team re same (.1); prepare for same (.1).
04/18/23	Michael B. Slade	0.50	Telephone conference with counsel to the ad hoc committee re wallet withdrawal motion (.3); correspond with counsel to the ad hoc committee re same (.2).
04/19/23	Sarah R. Margolis	1.90	Review, revise wallet reply brief (1.8); correspond with I. Paretti re same (.1).
04/19/23	Sarah R. Margolis	0.40	Correspond with I. Paretti re reply (.1); review, analyze reply (.3).
04/19/23	Isabella J. Paretti	1.80	Review, revise reply in support of wallet withdrawal motion (1.5); correspond with S. Margolis re same (.2); correspond with R. Jacobson re same (.1).
04/20/23	Rob Jacobson	1.40	Review, comment on reply brief and related declaration (.6); correspond with F. Petrie re draft stipulations (.8).
04/20/23	Francis Petrie	0.80	Correspond with R. Jacobson re draft wallet stipulations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/21/23	Rob Jacobson	0.80	Review, analyze draft wallet stipulations from ad hoc committee.
04/21/23	Rob Jacobson	4.00	Draft presentation demonstrative re wallet withdrawal motion, declaration, reply brief.
04/21/23	Sarah R. Margolis	0.30	Correspond with R. Jacobson, I. Paretti re wallet reply, presentation (.2); review, analyze Wallet presentation (.1).
04/21/23	Isabella J. Paretti	0.60	Review, analyze proposed stipulated facts from Ad Hoc Committee (.5); correspond with R. Jacobson, K&E team re same (.1).
04/22/23	Rob Jacobson	2.30	Telephone conference with M. Slade, F. Petrie re wallet stipulations (.3); prepare for same (.7); conference with I. Paretti re wallet stipulation (.3); review, comment on same (1.0).
04/22/23	Isabella J. Paretti	5.00	Review, revise draft of stipulated facts re wallet withdrawal relief (3.8); conference with R. Jacobson re same (.3); conference with M. Slade, K&E team re same (.7); correspond with R. Jacobson, K&E team re same (.2).
04/22/23	Francis Petrie	1.00	Telephone conference re wallet stipulations (.5); review draft stipulations (.5).
04/22/23	Michael B. Slade	1.70	Review and revise proposed stipulation re wallet withdrawal motion (1.3); telephone conference with Brown Rudnick re same (.1); telephone conference with R. Jacobson, F. Petrie, and I. Paretti re wallet pleading (.3).
04/23/23	Rob Jacobson	8.90	Review, comment on draft wallet stipulations (3.9); research diligence materials re same (1.2); review, analyze same re wallet stipulations (.7); review, revise draft wallet stipulation (2.8); correspond with I. Paretti re same (.2); M. Slade re same (.1).
04/23/23	Isabella J. Paretti	5.10	Review, revise stipulated facts re wallet withdrawal relief (2.6); correspond with R. Jacobson re same (.3); draft list of defined terms re same (2.1); conference with R. Jacobson re same (.1).
04/23/23	Michael B. Slade	4.10	Review documents re deposition preparation re wallet withdrawal relief (2.8); review, revise stipulated facts re same (1.3).

Legal Services for the Period Ending April 30, 2023 Document Page 205 of 621
 BlockFi Inc. Invoice Number: 1050079957
 Wallet Withdrawal Relief Matter Number: 54119-29

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Rob Jacobson	11.90	Review, revise presentation re wallet withdrawal relief (2.1); research diligence materials re same (.4); review, revise draft wallet stipulations (3.9); correspond with M. Slade, Company re same (.3); review, revise draft stipulations re feedback (3.4); draft issues list re same (.9); correspond with Company re diligence (.2); review, analyze diligence, public communications materials re same (.7).
04/24/23	Isabella J. Paretti	3.60	Review, revise stipulated facts re company comments (2.8); correspond with R. Jacobson re same (.4); review company diligence and letters re omnibus wallets re same (.3); correspond with S. Margolis re same (.1).
04/24/23	Francis Petrie	1.20	Review stipulations re wallet litigation (.8); correspond with M. Slade and R. Jacobson re same (.4).
04/24/23	Michael B. Slade	0.60	Review diligence, pleadings re wallet withdrawal motion.
04/25/23	Rob Jacobson	11.10	Review, revise draft stipulations (.8); review and revise exhibits (1.2); correspond with counsel to ad hoc committee re stipulations (.2); telephone conference with M. Slade re same (.2); telephone conference with counsel to ad hoc committee of wallet holders re proposed stipulated facts (.9); review, revise draft stipulated facts (1.9); correspond with Company, M. Slade, K&E team re same (.3); telephone conference with I. Paretti, S. Margolis re wallet workstreams, stipulated facts (.3); conference with F. Petrie re same (.3); draft discussion list (1.4); correspond with Company re same (.1); review, revise draft declaration (3.5).
04/25/23	Sarah R. Margolis	0.60	Review, analyze stipulated facts (.2); telephone conference with R. Jacobson, I. Paretti re stipulated facts (.3); correspond with I. Paretti, R. Jacobson re wallet pleadings (.1).
04/25/23	Isabella J. Paretti	2.30	Draft exhibits re stipulated facts re wallet withdrawal motion (1.3); revise same (.4); correspond with R. Jacobson re same (.3); conference with R. Jacobson, S. Margolis re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Francis Petrie	2.20	Telephone conference with R. Jacobson re wallet relief (.5); review stipulated facts re same (.8); correspond with R. Jacobson, K&E team re strategy and diligence (.9).
04/26/23	Rob Jacobson	14.60	Conference with company re draft stipulated facts re ad hoc committee questions (1.1); prepare for same (2.5); review, revise wallet draft stipulated facts re disputes with counsel to ad hoc committee (1.2); review, revise same re comments from Company feedback on draft stipulations (2.6); conference with F. Petrie re same (.2); correspond with M. Slade, C. Okike, F. Petrie, Company re revised draft stipulated facts (.5); correspond with counsel for ad hoc committee re same (.2); review, analyze wallet withdrawal matters, case law, reply brief (2.3); review, analyze counsel for ad hoc committee draft of stipulated facts (.6); review, revise draft stipulated facts (3.4).
04/26/23	Sarah R. Margolis	1.20	Review, analyze issues list (.3); telephone conference with M. Henry, Company, R. Jacobson, K&E team re stipulated facts (.4); review, analyze same (.5).
04/26/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, R. Jacobson, and K&E team re wallet.
04/26/23	Isabella J. Paretti	3.80	Conference with R. Jacobson, company re stipulated facts (1.4); draft, revise notes re same (.5); review, revise stipulated facts re same (1.2); revise exhibits re same (.7).
04/26/23	Francis Petrie	1.90	Telephone conference with R. Jacobson, Company re wallet stipulated facts (.7); review stipulations draft (.4); correspond and conferences with R. Jacobson re wallet diligence process (.8).
04/26/23	Michael B. Slade	0.90	Review proposed fact stipulation re wallet withdrawal motion.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079957

BlockFi Inc.

Matter Number:

54119-29

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Rob Jacobson	15.10	Review, revise draft wallet declaration (2.7); review, analyze diligence re same (1.2); prepare for telephone conference with counsel to ad hoc committee (.6); telephone conference with counsel to ad hoc committee, UCC, F. Petrie re draft wallet stipulated facts, discovery for wallet withdrawal relief (.7); review, revise draft reply brief (2.5); telephone conferences with F. Petrie re wallet matters (.3); telephone conference with M. Henry, Company, M. Slade re deposition preparations for deposition requested by counsel to ad hoc committee (.5); review, revise draft Cheela declaration in support of wallet withdrawal relief (3.9); review, analyze comments from Company, M. Slade re same (.6); review, revise declaration re same (2.1).
04/27/23	Sarah R. Margolis	3.10	Conferences with R. Jacobson, K&E team, Company re deposition preparations re Wallet motion (2.0); telephone conferences with R. Jacobson re wallet pleadings (.5); telephone conference with I. Paretti re same (.3); review, revise pleadings re same (.3).
04/27/23	Christine A. Okike, P.C.	1.10	Telephone conference with Company, M. Slade, K&E team re Wallet motion.
04/27/23	Isabella J. Paretti	4.80	Conference with M. Slade, K&E team, Company re deposition preparation re wallet withdrawal motion (2.8); conference with M. Slade, K&E team re same (.2); conference with S. Margolis re same (.3); correspond with M. Slade, R. Jacobson re same (.1); compile all deposition-related materials re same (1.2); correspond with R. Jacobson re same (.2).
04/27/23	Francis Petrie	2.40	Telephone conference with R. Jacobson re wallet matters (.3); telephone conference with UCC, counsel to ad hoc committee of wallet holders re wallet issues and stipulations (.5); telephone conference with M. Slade re wallet approach (.3); review declarations and reply chart re same (.9); correspond with I. Paretti re wallet pleadings (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Michael B. Slade	2.60	Telephone conference with witnesses re wallet deposition preparation (2.2); correspond with witness, Company re same re same (.2); conference with D. Besikof re procedure for wallet hearing (.1); correspond with Company re same (.1).
04/28/23	Rob Jacobson	15.50	Review, revise Cheela declaration in support of wallet withdrawal relief (3.9); review, revise brief in support of wallet withdrawal relief (3.5); review, revise chart attachment re same (1.3); conference and correspond with F. Petrie re wallet withdrawal litigation (.8); review, revise reply brief re updated declaration (1.2); correspond with M. Slade, company re same (.4); review, revise Cheela declaration re Company comments, feedback (2.3); review, analyze ad hoc committee objection, stipulation, related materials (1.3); review, revise reply brief re same (.8).
04/28/23	Sarah R. Margolis	4.80	Conference with R. Jacobson, I. Paretti re wallet pleadings (.3); review, revise wallet reply, objections (3.9); correspond with I. Paretti, R. Jacobson re same (.3); review, analyze declaration re same (.3).
04/28/23	Isabella J. Paretti	7.40	Conference with R. Jacobson re wallet pleadings (.3); conference with F. Petrie, K&E team re same (.2); review diligence re attempted transactions (1.0); draft table re same (.7); review pleadings in precedent re adversary proceeding issue re same (.4); draft summary re same (.1); review, revise objection summary re same (.7); correspond with M. Slade, K&E team re same (.1); review, revise exhibits re declaration re same (1.9); correspond with R. Jacobson re same (.2); review, revise declaration re same (1.5); review, revise reply re same (.3).
04/28/23	Francis Petrie	6.80	Review and revise wallet pleadings (4.2); correspond with R. Jacobson, M. Slade re same (.8); conference and correspond with R. Jacobson re same (.8); revise reply and Cheela declaration (1.0).
04/28/23	Michael B. Slade	0.80	Telephone conference with R. Jacobson re wallet matters (.3); revise wallet brief re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/23	Rob Jacobson	8.30	Conference with A. Cheela, Company, M. Slade re wallet declaration (.4); review, revise same (2.8); review, revise reply brief re same (3.3); telephone conferences with F. Petrie re same (.5); telephone conference with M. Slade re declaration (.2); review, revise analyze wallet stipulations provided by counsel to Deferred 1031 and counsel to ad hoc committee (1.1).
04/29/23	Sarah R. Margolis	2.70	Review, revise Wallet responses chart (2.0); review, revise Wallet reply, declaration (.5); correspond with I. Paretti re same (.2).
04/29/23	Christine A. Okike, P.C.	1.00	Review wallet declaration.
04/29/23	Isabella J. Paretti	13.10	Review, revise reply re wallet withdrawal motion (3.9); review revise declaration re same (3.9); review, revise exhibit re reply re same (1.2); review, revise exhibits re declaration re same (1.8); compile documents for filing re same (.8); conference with the company re same (.1); conference with R. Jacobson re same (.2); conference with S. Margolis re same (.1); conference with M. Slade, K&E team, Haynes and Boone, company re same (.2); correspond with R. Jacobson re same (.4); correspond with F. Petrie re same (.2); correspond with S. Margolis re same (.2); correspond with M. Slade re same (.1).
04/29/23	Francis Petrie	7.50	Review, revise, wallet declaration (3.0); review, revise reply to objection re same (3.0); telephone conferences with R. Jacobson re same (.5); correspond with M. Slade, I. Paretti, K&E team re same (1.0).
04/29/23	Michael B. Slade	4.90	Analyze wallet brief and wallet declaration (3.9); conference with F. Petrie re same (1.0).
Total		250.30	

May 2023

Document Page 211 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082747
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 216,235.50

Total legal services rendered

\$ 216,235.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan Bowsher	0.80	395.00	316.00
Megan Buenviaje	0.60	475.00	285.00
Julia R. Foster	0.40	480.00	192.00
Abbie Holtzman	0.80	295.00	236.00
Richard U. S. Howell, P.C.	4.00	1,620.00	6,480.00
Mike James Koch	16.80	735.00	12,348.00
Casey McGushin	2.70	1,415.00	3,820.50
Brian Nakhaimousa	1.40	995.00	1,393.00
Christine A. Okike, P.C.	17.60	1,850.00	32,560.00
Francis Petrie	41.70	1,295.00	54,001.50
William T. Pruitt	1.10	1,550.00	1,705.00
Margaret Reiney	9.30	1,155.00	10,741.50
Jimmy Ryan	16.10	885.00	14,248.50
Alexandra Schrader	38.30	985.00	37,725.50
Michael B. Slade	13.10	1,855.00	24,300.50
Josh Sussberg, P.C.	7.60	2,045.00	15,542.00
Katie J. Welch	0.30	1,135.00	340.50
TOTALS	172.60		\$ 216,235.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Alexandra Schrader	0.20	Review draft investigation report.
05/02/23	Katie J. Welch	0.30	Review documents re F. Marquez deposition.
05/03/23	Megan Bowsher	0.20	File and organize deposition transcripts for J. Hill.
05/03/23	Jimmy Ryan	0.30	Correspond with M. Reiney, K&E team re 9019 motion.
05/04/23	Alexandra Schrader	0.80	Draft settlement demand letter template.
05/05/23	Julia R. Foster	0.40	Research precedent re custodian stipulation and witness-exhibit list.
05/08/23	Alexandra Schrader	0.20	Review and revise settlement demand letter.
05/09/23	Megan Bowsher	0.60	File and organize deposition transcripts and exhibits for attorney review.
05/09/23	Jimmy Ryan	1.10	Draft 9019 motion re chapter 11 plan settlement.
05/10/23	Richard U. S. Howell, P.C.	0.30	Telephone conference with C. McGushin, K&E team re open litigation issues.
05/11/23	Alexandra Schrader	1.00	Review and revise draft investigation report.
05/12/23	Richard U. S. Howell, P.C.	0.30	Review investigation report.
05/15/23	Alexandra Schrader	0.20	Correspond with C. Costello, K&E team re e-discovery.
05/16/23	Jimmy Ryan	3.90	Draft 9019 motion.
05/17/23	Richard U. S. Howell, P.C.	0.30	Telephone conference with C. McGushin, K&E team re open litigation issues.
05/17/23	Jimmy Ryan	3.90	Draft 9019 motion (3.1); review, analyze precedent re same (.8).
05/17/23	Alexandra Schrader	4.70	Review documents re hearing preparation (2.0); review and revise draft investigation report (2.7).
05/17/23	Josh Sussberg, P.C.	0.10	Correspond with Company management re mediation.
05/18/23	Mike James Koch	2.60	Review, revise mediation order (1.3); correspond with M. Reiney, F. Petrie re same (.4); draft, review, revise corrective letter (.6); correspond with M. Reiney, F. Petrie re same (.3).
05/18/23	Casey McGushin	1.30	Review, analyze UCC report.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/23	Brian Nakhaimousa	1.40	Review, revise complaint re adversary proceeding (1.2); correspond with Haynes Boone, F. Petrie, C. McGushin re same (.2).
05/18/23	Francis Petrie	3.50	Review, analyze Committee report (2.3); draft board correspondence re same (1.2).
05/18/23	Margaret Reiney	1.20	Review, revise mediation stipulation and order.
05/18/23	Jimmy Ryan	6.20	Draft 9019 motion (3.9); further review and revise same (2.3).
05/18/23	Alexandra Schrader	1.20	Review Committee report.
05/18/23	Josh Sussberg, P.C.	0.40	Telephone conference with M. Meghji re mediation (.3); correspond re mediation and related order (.1).
05/19/23	Richard U. S. Howell, P.C.	0.20	Review Committee report.
05/19/23	Alexandra Schrader	0.60	Review Committee report.
05/19/23	Michael B. Slade	0.80	Correspond with C. Okike, K&E team re mediation.
05/19/23	Josh Sussberg, P.C.	2.20	Conference with M. Sirota re status (.1); correspond with M. Sirota re mediation (.3); conferences with R. Stark re same (.3); correspond with F. Petrie re court order (.2); conferences with J. Mayers re status (.3); conference with Company re same (.2); correspond with Brown Rudnick re corrective statement and next steps (.3); conference with M. Sirota re mediation and correspond re same (.2); correspond with M. Slade, C. Okike and F. Petrie re status (.1); review transcript re Court hearing (.1); correspond with R. Howell, M. Slade re UCC letter (.1).
05/20/23	Josh Sussberg, P.C.	0.30	Telephone conference with Haynes and Boone re mediation (.2); correspond F. Petrie re same (.1).
05/21/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re mediation.
05/22/23	Megan Buenviaje	0.60	Prepare summary re UCC discovery.
05/22/23	Mike James Koch	2.60	Draft mediation statement (2.4); correspond with F. Petrie, M. Reiney re same (.2).
05/22/23	Christine A. Okike, P.C.	0.90	Telephone conference with M. Slade re mediation (.2); analyze mediation statement (.6); telephone conference with J. Sussberg, M. Slade and F. Petrie re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/23	Francis Petrie	3.40	Review and revise mediation order (.9); correspond with Company re same (.5); correspond with M. Koch, M. Reiney re mediation statement (.7); review draft re same (.8); review local rules re confidentiality (.5).
05/22/23	Margaret Reiney	2.60	Review, revise mediation order (1.8); correspond with M. Slade, K&E team re same (.8).
05/22/23	Jimmy Ryan	0.30	Correspond with M. Koch, K&E team re mediation statement.
05/22/23	Alexandra Schrader	1.50	Conference with Haynes and Boone re UCC report (.5); review, analyze considerations re same (1.0).
05/22/23	Michael B. Slade	0.70	Telephone conference re with J. Sussberg, C. Okike, F. Petrie re mediation (.2); review, revise mediation order (.5).
05/22/23	Josh Sussberg, P.C.	1.20	Telephone conference with M. Slade, F. Petrie and C. Okike re mediation (.2); telephone conference with mediator and Committee re same (.5); correspond with F. Petrie, K&E team re mediation strategy (.3); correspond with same re mediation order (.1); correspond with Company management re mediation (.1).
05/23/23	Richard U. S. Howell, P.C.	0.40	Conference with M. Slade and C. McGushin re litigation issues strategy.
05/23/23	Mike James Koch	3.70	Review, revise mediation order (.3); correspond with M. Reiney, F. Petrie re same (.3); research, draft mediation statement (3.1).
05/23/23	Christine A. Okike, P.C.	1.20	Telephone conference with B. Tichenor re mediation materials (.5); correspond with BRG team re same (.2); telephone conference with S. Vogel, M. Slade and K&E team re mediation (.5).
05/23/23	Francis Petrie	6.40	Review and revise mediation order (1.3); correspond with J. Sussberg, M. Reiney re same (.7); draft correspondence re mediation order (.5); review, revise draft mediation statement (1.6); review, analyze summary re same (.8); correspond with M. Reiney, K&E team re mediation logistics, mediator appointment (1.1); correspond with BRG, M. Reiney re mediation considerations (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/23	Margaret Reiney	1.70	Review, revise mediation order (1.1); correspond with F. Petrie, K&E team re same (.6).
05/23/23	Alexandra Schrader	2.10	Conference with Haynes and Boone re UCC report (.5); review, analyze same (1.6).
05/23/23	Michael B. Slade	0.60	Review and revise mediation statement.
05/23/23	Josh Sussberg, P.C.	0.10	Telephone conference with Company re mediation status.
05/24/23	Mike James Koch	0.40	Review, revise mediation order (.1); correspond with M. Reiney, F. Petrie re same (.2); correspond with M. Reiney re mediation logistics (.1).
05/24/23	Christine A. Okike, P.C.	0.60	Telephone conference with Moelis and BRG teams re mediation materials.
05/24/23	Francis Petrie	5.30	Telephone conference with advisor group re mediation (.6); review and revise mediation order (1.5); correspond with M. Koch re same (.2); review and revise mediation statement (1.0); review, analyze form of special committee report (2.0).
05/24/23	Margaret Reiney	1.40	Review, revise mediation order (.9); correspond with M. Koch, K&E team, Haynes and Boone, Company re same (.5).
05/24/23	Jimmy Ryan	0.40	Conference with M. Reiney and M. Koch re c mediation order.
05/24/23	Alexandra Schrader	3.60	Review, revise investigation report (3.1); conference with Company re same (.5).
05/24/23	Michael B. Slade	3.40	Conference with R. Howell, K&E team re special committee report (.5); conference with Moelis, Berkeley Research Group, C. Okike, K&E team re mediation preparation (.4); conference with Company re financial materials re investigation considerations (.2); review financial materials re same (.2); review special committee report (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/24/23	Josh Sussberg, P.C.	1.10	Telephone conference with mediator re status and next steps (.1); telephone conference with Committee re same (.2); telephone conference with M. Slade re status and next steps (.3); correspond with C. Okike and F. Petrie re same (.1); telephone conference with Company re mediation (.1); telephone conference with director re same (.1); correspond with M. Slade and Haynes and Boone re mediation statement and report (.2).
05/25/23	Richard U. S. Howell, P.C.	0.50	Review mediation materials.
05/25/23	Mike James Koch	0.40	Research, analyze caselaw re redaction considerations.
05/25/23	Mike James Koch	0.20	Review, revise mediation order (.1); correspond with M. Reiney, F. Petrie re same (.1).
05/25/23	Casey McGushin	0.30	Review, revise materials re mediation.
05/25/23	Christine A. Okike, P.C.	1.10	Telephone conference with B. Tichenor re mediation strategy (.4); review Sontchi engagement letter and disclosures (.3); analyze mediation strategy (.4).
05/25/23	Francis Petrie	4.80	Review and revise mediation statement and order.
05/25/23	Margaret Reiney	1.20	Review correspondence and supporting materials from M. Slade, R. Howell, Haynes and Boone re mediation issues.
05/25/23	Alexandra Schrader	4.50	Review, analyze UCC report (1.0); draft and revise investigation report (3.5).
05/25/23	Josh Sussberg, P.C.	0.40	Correspond with Company re potential management settlements and mediation (.2); correspond with M. Slade, K&E team re mediation statements and diligence sharing (.2).
05/26/23	Mike James Koch	0.50	Correspond with F. Petrie re mediation statement considerations (.1); review, revise mediation statement (.3); correspond with C. Okike, K&E team re same (.1).
05/26/23	Casey McGushin	0.60	Review and revise mediation statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/23	Christine A. Okike, P.C.	6.90	Review and revise mediation statement (3.9); review mediation materials (.3); further review, revise mediation statement (.8); telephone conference with BRG, Moelis and K&E teams re mediation materials (.8); telephone conference with B. Tichenor re same (.4); review mediation order (.2); review mediation materials (.5).
05/26/23	Francis Petrie	5.10	Telephone conference with BRG re mediation materials (.8); review and revise mediation materials (3.4); correspond with mediator re documents for mediation (.4); correspond with Committee re section 1125 issues (.5).
05/26/23	Margaret Reiney	1.20	Correspond with F. Petrie, K&E team, BRG re mediation considerations (.5); review, analyze mediation materials (.7).
05/26/23	Alexandra Schrader	2.70	Review and revise loan approval summary table (2.1); conference with M. Slade re same (.6).
05/26/23	Michael B. Slade	0.60	Review and revise mediation statement.
05/26/23	Michael B. Slade	4.30	Review, revise special committee report (2.8); conference with counsel for Joint Provisional Liquidators re same (1.1); conference re mediation matters (.4).
05/26/23	Josh Sussberg, P.C.	0.20	Correspond re UCC letter distribution and next steps.
05/27/23	Richard U. S. Howell, P.C.	0.50	Review and revise mediation statement.
05/27/23	Christine A. Okike, P.C.	2.70	Review and revise mediation statement (2.0); review and revise mediation materials (.7).
05/28/23	Mike James Koch	1.20	Review, revise mediation statement (1.0); correspond with F. Petrie, M. Reiney, C. Okike, K&E team re same (.2).
05/28/23	Christine A. Okike, P.C.	0.50	Review, revise mediation statement.
05/29/23	Richard U. S. Howell, P.C.	1.10	Correspond with M. Slade, C. McGushin, F. Petrie and K&E team re mediation with Committee (.3); review, analyze mediation documents re same (.8).
05/29/23	Mike James Koch	1.00	Review, revise mediation statement (.8); correspond with F. Petrie, M. Reiney re same (.2).
05/29/23	Francis Petrie	3.40	Review and revise mediation statement (2.8); correspond with M. Slade, M. Koch, J. Sussberg re comments to same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/23	Alexandra Schrader	3.20	Review and revise draft investigation report.
05/29/23	Michael B. Slade	0.80	Review and revise mediation statement.
05/29/23	Josh Sussberg, P.C.	0.70	Review and revise mediation statement.
05/30/23	Abbie Holtzman	0.80	Revise document production tracker.
05/30/23	Mike James Koch	2.40	Review, revise mediation statement (2.1); correspond with F. Petrie, M. Reiney re same (.3).
05/30/23	Christine A. Okike, P.C.	2.50	Review, revise mediation statement (1.1); review special committee investigative report (1.4).
05/30/23	Francis Petrie	3.60	Review and revise mediation statement (2.2); finalize mediator documentation and mediation order (.7); correspond with counterparties re protective order, finalizing joinder (.7).
05/30/23	William T. Pruitt	0.70	Analyze court-ordered mediation and related insurance issues (.3); correspond with M. Slade re same (.2); correspond with Aon team re same (.2).
05/30/23	Alexandra Schrader	6.00	Review, revise investigation report (3.9); review, analyze caselaw re same (1.2); conference with K&E team re same (.4); conference with K&E and client teams re loan approval summary table (.5).
05/30/23	Michael B. Slade	1.50	Review, revise mediation statement (.4); conference with counsel for Joint Provisional Liquidators re same (1.1).
05/30/23	Josh Sussberg, P.C.	0.10	Correspond re mediation statement and order.
05/31/23	Richard U. S. Howell, P.C.	0.40	Prepare and review correspondence re open litigation issues.
05/31/23	Mike James Koch	1.80	Review, revise mediation statement (1.2); correspond with F. Petrie, M. Reiney re same (.6).
05/31/23	Casey McGushin	0.50	Correspond with Company re mediator communications (.3); conference with C. Okike, K&E team re same (.2).
05/31/23	Christine A. Okike, P.C.	1.20	Review mediation statement (.8); telephone conference with S. Vogel, C. McGushin, K&E team re mediation (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/23	Francis Petrie	6.20	Correspond with M. Slade, K&E team re mediation statement (.8); finalize and distribute statement to mediator (1.9); finalize investigation report and review same (2.7); distribute report to UCC (.3); correspond with mediation parties re mediation logistics (.5).
05/31/23	William T. Pruitt	0.40	Analyze mediation and related D&O insurance issues (.2); correspond with Aon team re mediation and protective order (.2).
05/31/23	Alexandra Schrader	5.80	Review, revise final draft investigation report (3.9); review, analyze materials re same (1.4); conference with Company re same (.5).
05/31/23	Michael B. Slade	0.40	Review, revise slides re mediation.
05/31/23	Josh Sussberg, P.C.	0.70	Correspond with M. Slade, K&E team re mediation and investigation report (.2); telephone conference with Company re mediation (.3); telephone conference with board re same (.1); correspond M. Slade, board re same (.1).
Total		172.60	

Document Page 221 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082748
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 39,591.50

Total legal services rendered

\$ 39,591.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	2.70	735.00	1,984.50
Rob Jacobson	2.70	1,155.00	3,118.50
Mike James Koch	1.00	735.00	735.00
Sarah R. Margolis	0.20	995.00	199.00
Christine A. Okike, P.C.	8.20	1,850.00	15,170.00
Isabella J. Paretti	0.70	735.00	514.50
Margaret Reiney	0.80	1,155.00	924.00
Jimmy Ryan	0.50	885.00	442.50
Alexandra Schrader	0.40	985.00	394.00
Michael B. Slade	6.70	1,855.00	12,428.50
Josh Sussberg, P.C.	1.80	2,045.00	3,681.00
TOTALS	25.70		\$ 39,591.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Michael B. Slade	0.50	Conference with Company re case updates.
05/02/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/02/23	Michael B. Slade	0.50	Conference with Company re case updates.
05/03/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/03/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/04/23	Rob Jacobson	0.40	Conference with F. Petrie, M. Reiney re case status, deal documents, next steps.
05/04/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams (.3); telephone conference with Haynes and Boone and F. Petrie, K&E teams re key work streams (.2).
05/04/23	Isabella J. Parette	0.70	Draft summary re updates re work in process (.5); correspond with B. Nakhaimousa, R. Jacobson re same (.2).
05/05/23	Trevor Eck	0.80	Review, revise works in process summary.
05/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/05/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/09/23	Josh Sussberg, P.C.	0.20	Conference with Company re meeting with UCC and next steps.
05/10/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/12/23	Michael B. Slade	0.40	Conference with Company re case updates, work in process.
05/14/23	Trevor Eck	0.40	Review, revise key dates and deadlines summary (.2); correspond with R. Jacobson re same (.2).
05/15/23	Trevor Eck	0.20	Correspond with Haynes Boone, F. Petrie, K&E team, Cole Schotz re upcoming case deadlines.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/15/23	Michael B. Slade	1.00	Conference with Company re case updates, work in process (.5); conference with Company re work in process, case updates (.5).
05/16/23	Mike James Koch	0.20	Draft agenda re May 18 hearing.
05/16/23	Josh Sussberg, P.C.	0.80	Telephone conference with management re next steps (.5); telephone conference with Z. Prince re same (.2); telephone conference with M. Sirota re status (.1).
05/17/23	Mike James Koch	0.30	Revise agenda re May 18 hearing (.2); correspond with M. Reiney re same (.1).
05/17/23	Sarah R. Margolis	0.20	Correspond with T. Eck re work in process summary (.1); review same (.1).
05/17/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/17/23	Alexandra Schrader	0.40	Conference with R. Howell, K&E team re case status and next steps.
05/17/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/18/23	Trevor Eck	0.20	Review, revise workstream summary re case updates.
05/18/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/18/23	Josh Sussberg, P.C.	0.50	Correspond with R. Kanowitz, M. Sirota, C. Okike and M. Slade re next steps (.2); correspond with F. Petrie re same and review proposed path forward (.2); telephone conference with J. Henes re next steps (.1).
05/19/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/19/23	Michael B. Slade	0.40	Conference with Company re case updates, work in process.
05/21/23	Trevor Eck	0.80	Correspond with R. Jacobson re upcoming case key dates and deadlines (.3); review, revise work in process summary re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/23	Rob Jacobson	1.40	Telephone conference with F. Petrie, M. Reiney re work in process, case updates, next steps (1.2); review, analyze matters re same (.2).
05/22/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie K&E team re key work streams.
05/22/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/23/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/23/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
05/23/23	Josh Sussberg, P.C.	0.30	Telephone conference with Z. Prince re status (.2); telephone conference with M. Slade re same (.1).
05/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/25/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/25/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/26/23	Rob Jacobson	0.50	Correspond with M. Reiney, K&E team re work in process, next steps.
05/26/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/26/23	Jimmy Ryan	0.50	Conference with M. Koch, K&E team re work in process and next steps.
05/29/23	Trevor Eck	0.30	Correspond with R. Jacobson re upcoming case key dates and deadlines.
05/30/23	Rob Jacobson	0.40	Conference with M. Reiney, F. Petrie re case status, workstreams, next steps.
05/30/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/30/23	Margaret Reiney	0.80	Correspond with R. Jacobson, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/23	Michael B. Slade	0.40	Conference with Company re work in process, case updates.
05/31/23	Mike James Koch	0.50	Conference with I. Paretti, K&E team re critical workstreams, work in process (.2); draft review, revise omnibus hearing agenda (.3).
05/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/31/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
Total		25.70	

Document Page 227 of 621
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082749
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 7,722.50

Total legal services rendered

\$ 7,722.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Francis Petrie	1.70	1,295.00	2,201.50
Margaret Reiney	2.90	1,155.00	3,349.50
Josh Sussberg, P.C.	0.70	2,045.00	1,431.50
TOTALS	5.70		\$ 7,722.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Christine A. Okike, P.C.	0.40	Telephone conference with First Citizens, Company, BRG and K&E teams re banking matters.
05/01/23	Francis Petrie	1.70	Telephone conference with U.S. Trustee team re cash management and 345(b) (.5); telephone conference with SVB re 345(b) compliance and collateralization (.5); correspond with Company re progress of same (.7).
05/01/23	Margaret Reiney	2.60	Correspond with F. Petrie, U.S. Trustee re 345(b) motion (.5); review and revise 345(b) revised proposed order (.7); review precedent re same (.3); correspond with Company re 345(b) issues, collateralization (1.1).
05/18/23	Josh Sussberg, P.C.	0.70	Telephone conference with M. Sirota re 345(b) hearing (.1); telephone conference with M. Slade re same (.1); telephone conference with J. Henes re same (.1); telephone conference with Z. Prince re hearing and expectations (.2); follow-up telephone conference with Z. Prince re same (.2).
05/24/23	Margaret Reiney	0.30	Correspond with Company re Silvergate funds.
Total		5.70	

Document Page 230 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082750
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 13,732.50

Total legal services rendered

\$ 13,732.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.60	1,155.00	693.00
Sarah R. Margolis	0.90	995.00	895.50
Brian Nakhaimousa	0.10	995.00	99.50
Christine A. Okike, P.C.	4.60	1,850.00	8,510.00
Francis Petrie	0.50	1,295.00	647.50
Jimmy Ryan	2.80	885.00	2,478.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	9.70		\$ 13,732.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Jimmy Ryan	0.30	Telephone conference with creditor re chapter 11 inquiries.
05/04/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, C Street and K&E teams re client communications.
05/08/23	Jimmy Ryan	0.20	Telephone conference with customer re chapter 11 process.
05/09/23	Jimmy Ryan	0.40	Correspond with F. Petrie and Kroll team re customer inquiry (.2); telephone conference with creditor re same (.2).
05/09/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re chapter 11 cases.
05/11/23	Rob Jacobson	0.60	Attend weekly telephone conference re creditor communications.
05/16/23	Christine A. Okike, P.C.	0.30	Review creditor communications materials.
05/16/23	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team re customer inquiries.
05/17/23	Sarah R. Margolis	0.90	Correspond with J. Ryan, T. Eck re creditor inquiries (.2); review, analyze same (.4); conference with J. Ryan, T. Eck re same (.2); correspond with Haynes and Boone re same (.1).
05/17/23	Jimmy Ryan	0.60	Telephone conference with creditors re inquiries.
05/18/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, C Street, Haynes and Boone and F. Petrie K&E teams re creditor communications (.4); review communications materials (.3).
05/18/23	Jimmy Ryan	0.40	Telephone conference with creditor re creditor inquiries.
05/19/23	Christine A. Okike, P.C.	1.90	Review communications materials (.5); telephone conference with Company, C Street, Kroll, Cole Schotz, Haynes and Boone and F. Petrie, K&E teams re same (.5); review UCC communications materials (.3); telephone conference with Company and Brown Rudnick re same (.3); correspond with Kroll re same (.3).
05/19/23	Jimmy Ryan	0.50	Correspond with d Kroll team re creditor inquires.
05/22/23	Christine A. Okike, P.C.	0.30	Review creditor communications materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/25/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, C Street and F. Petrie, K&E teams re customer communications.
05/25/23	Francis Petrie	0.50	Telephone conference with Company re customer communications strategy.
05/26/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re case status.
05/27/23	Brian Nakhaimousa	0.10	Correspond with counsel to customer re claim.
05/30/23	Jimmy Ryan	0.20	Correspond with R. Jacobson, K&E team and customer re customer inquiries.
05/31/23	Christine A. Okike, P.C.	0.30	Review client correspondence re user interface update.
Total		9.70	

Document Page 234 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082751
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 2,719.00

Total legal services rendered

\$ 2,719.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.50	735.00	367.50
Brian Nakhaimousa	0.60	995.00	597.00
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Isabella J. Paretti	0.60	735.00	441.00
Francis Petrie	0.30	1,295.00	388.50
TOTALS	2.50		\$ 2,719.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/23	Trevor Eck	0.50	Review, revise motion to extend governmental bar date.
05/04/23	Brian Nakhaimousa	0.60	Review, revise stipulation re governmental bar date extension (.5); correspond with Haynes Boone re same (.1).
05/04/23	Isabella J. Paretti	0.60	Draft summary of proofs of claims.
05/24/23	Francis Petrie	0.30	Correspond with Kroll team and Haynes and Boone team re claims process and data.
05/26/23	Christine A. Okike, P.C.	0.50	Review claims objection communications (.2); correspond with Brown Rudnick re same (.3).
Total		2.50	

Document Page 237 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082753
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 5,371.50

Total legal services rendered

\$ 5,371.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	2.70	735.00	1,984.50
Will Guthrie	0.20	1,245.00	249.00
Mike James Koch	1.10	735.00	808.50
Brian Nakhaimousa	0.60	995.00	597.00
Margaret Reiney	1.50	1,155.00	1,732.50
TOTALS	6.10		\$ 5,371.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Margaret Reiney	0.50	Correspond with Kroll re disbursement request (.2); prepare same (.3).
05/02/23	Mike James Koch	1.10	Review, revise parties in interest list re confidentiality, disclosure considerations (.6); review, analyze nondisclosure agreement tracker re same (.2); correspond with B. Nakhaimousa, R. Jacobson, K&E team re same (.3).
05/04/23	Trevor Eck	0.60	Review, analyze nondisclosure agreement tracker re disclosure considerations (.4); correspond with B. Nakhaimousa, K&E team re same (.2).
05/19/23	Margaret Reiney	0.70	Draft disbursement letter (.4); correspond with W. Guthrie, K&E team re same (.3).
05/22/23	Will Guthrie	0.10	Correspond with S. Toth re mining APA.
05/23/23	Trevor Eck	0.30	Review, analyze nondisclosure agreement.
05/23/23	Will Guthrie	0.10	Correspond with S. Toth re mining APA.
05/23/23	Brian Nakhaimousa	0.10	Review nondisclosure agreement.
05/25/23	Trevor Eck	0.90	Review, revise nondisclosure agreement (.3); review, revise nondisclosure tracker re same (.6).
05/25/23	Brian Nakhaimousa	0.20	Review nondisclosure agreement.
05/25/23	Margaret Reiney	0.30	Review nondisclosure agreement.
05/26/23	Trevor Eck	0.60	Review, revise nondisclosure agreement.
05/26/23	Brian Nakhaimousa	0.30	Correspond with Moelis, T. Eck, Company re nondisclosure agreement.
05/31/23	Trevor Eck	0.30	Review, revise nondisclosure agreement.
Total		6.10	

Document Page 240 of 621
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082754
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 2,405.00

Total legal services rendered

\$ 2,405.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	1.30	1,850.00	2,405.00
TOTALS	1.30		\$ 2,405.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Christine A. Okike, P.C.	1.30	Attend board meeting.
Total		1.30	

Document Page 243 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082755
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 5,830.00

Total legal services rendered

\$ 5,830.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	1.60	1,850.00	2,960.00
Francis Petrie	1.50	1,295.00	1,942.50
Michael B. Slade	0.50	1,855.00	927.50
TOTALS	3.60		\$ 5,830.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/23	Francis Petrie	0.50	Telephone conference with Company re employee issues.
05/15/23	Christine A. Okike, P.C.	0.80	Telephone conference with Company, F. Petrie and K&E team re employee transition plan re liquidation scenario.
05/15/23	Francis Petrie	0.50	Telephone conference with M. Crowell, company re employee issues.
05/15/23	Michael B. Slade	0.50	Conference with Company re employee issues.
05/23/23	Christine A. Okike, P.C.	0.10	Correspond with Company re employee transition plan.
05/25/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, C Street, F. Petrie and K&E teams re employee matters (.4); correspond with Company re employee transition plan (.3).
05/25/23	Francis Petrie	0.50	Telephone conference with C. Okike, Company re employee issues.
Total		3.60	

Document Page 246 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082756
Client Matter: 54119-15

In the Matter of SOFAs and Schedules

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 5,928.50

Total legal services rendered

\$ 5,928.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.30	1,475.00	442.50
Rob Jacobson	0.70	1,155.00	808.50
Sarah R. Margolis	3.60	995.00	3,582.00
Francis Petrie	0.40	1,295.00	518.00
Margaret Reiney	0.50	1,155.00	577.50
TOTALS	5.50		\$ 5,928.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Francis Petrie	0.40	Telephone conference with M. Henry, J. Chavez re schedules amendments.
05/09/23	Rob Jacobson	0.70	Review communications materials re revised schedules and statements.
05/24/23	Susan D. Golden	0.30	Telephone conference with S. Margolis re U.S. Trustee comments on schedules and creditor matrix redactions.
05/24/23	Sarah R. Margolis	1.70	Review, analyze creditor matrix redactions re U.S. Trustee comments (1.0); draft summary re same (.3); research same (.4).
05/24/23	Margaret Reiney	0.50	Correspond with S. Margolis, K&E team re redaction.
05/25/23	Sarah R. Margolis	1.90	Review, analyze issues re schedules and creditor matrix redaction.
Total		5.50	

Document Page 249 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082757
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 20,216.00

Total legal services rendered

\$ 20,216.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Julia R. Foster	1.30	480.00	624.00
Rob Jacobson	3.40	1,155.00	3,927.00
Christine A. Okike, P.C.	4.60	1,850.00	8,510.00
Francis Petrie	1.20	1,295.00	1,554.00
Margaret Reiney	0.60	1,155.00	693.00
Josh Sussberg, P.C.	2.40	2,045.00	4,908.00
TOTALS	13.50		\$ 20,216.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/23	Julia R. Foster	0.20	Telephonically attend hearing and monitor lines for attorneys.
05/08/23	Rob Jacobson	2.00	Participate in hearing.
05/08/23	Christine A. Okike, P.C.	2.60	Participate in hearing (2.3); correspond with M. Slade re same (.3).
05/11/23	Rob Jacobson	0.50	Telephonically attend hearing re wallet withdrawal ruling (.3); prepare for same (.2).
05/11/23	Christine A. Okike, P.C.	1.10	Participate in hearing re wallet ruling (.3); review wallet order (.8).
05/18/23	Julia R. Foster	1.10	Prepare for hearing (.2); telephonically attend hearing and monitor lines for attorneys (.9).
05/18/23	Rob Jacobson	0.90	Telephonically attend hearing.
05/18/23	Christine A. Okike, P.C.	0.90	Participate in hearing.
05/18/23	Francis Petrie	0.80	Telephonically participate in hearing.
05/18/23	Margaret Reiney	0.60	Telephonically participate in hearing.
05/18/23	Josh Sussberg, P.C.	2.40	Prepare for hearing (1.0); participate in chambers conference and hearing (1.4).
05/25/23	Francis Petrie	0.40	Telephone conference with chambers re status.
Total		13.50	

Document Page 252 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082758
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 11,691.00

Total legal services rendered

\$ 11,691.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	6.80	1,550.00	10,540.00
Michael B. Slade	0.40	1,855.00	742.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	7.40		\$ 11,691.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	William T. Pruitt	0.80	Analyze insurer draft coverage position (.2); telephone conference with R. Goldstein and L. Thorne re same (.4); analysis re Mangano litigation and correspond with M. Slade re same (.2).
05/02/23	William T. Pruitt	0.90	Analyze invoice submission to D&O insurers and correspond with F. Marquez re same (.3); review draft coverage position letter and telephone conference with L. Thorpe re same (.6).
05/03/23	William T. Pruitt	0.80	Analyze D&O insurance issues (.1); telephone conference C. Okike, K&E team re same (.3); analyze status on D&O insurance issues and correspond with executive counsel re same (.2); review and analyze draft coverage letter (.2).
05/03/23	Michael B. Slade	0.40	Telephone conference with W. Pruitt, K&E team re insurance issues.
05/03/23	Josh Sussberg, P.C.	0.20	Telephone conference with M. Slade, W. Pruitt and C. Okike re insurance and status.
05/05/23	William T. Pruitt	1.20	Analyze D&O insurance issues (.1); telephone conference with Z. Prince and L. Thorne re same (.4); correspond with Aon re RELM coverage position (.2); correspond with C. Okike re same (.2); analyze insurer questions re invoices submitted by Y. Mushkin and correspond with Y. Mushkin re same (.3).
05/06/23	William T. Pruitt	0.20	Analyze Y. Mushkin insurance invoice submission and correspond with Y. Mushkin and M. Slade re same.
05/07/23	William T. Pruitt	0.10	Correspond with Aon re Y. Mushkin invoice submission.
05/09/23	William T. Pruitt	0.20	Analyze invoice submission to D&O insurer and correspond with executive counsel re same.
05/10/23	William T. Pruitt	0.20	Analyze insurer request for call re bankruptcy process (.1); correspond with M. Slade re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	William T. Pruitt	0.80	Analyze D&O insurance and related bankruptcy issues (.2); telephone conference with D&O insurer counsel re same (.5); correspond with M. Slade re same (.1).
05/15/23	William T. Pruitt	0.30	Analyze D&O insurance and related comfort order issues.
05/16/23	William T. Pruitt	0.50	Analyze D&O insurance issues and telephone conference with Aon re same.
05/17/23	William T. Pruitt	0.50	Analyze insurance and stay issues (.2); telephone conference with Haynes and Boone team and executive counsel re same (.3).
05/24/23	William T. Pruitt	0.30	Analyze D&O insurance issues and correspond with J. Friesen re same.
Total		7.40	

Document Page 256 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082759
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 633,396.00

Total legal services rendered

\$ 633,396.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.70	1,605.00	1,123.50
Ziv Ben-Shahar	0.70	735.00	514.50
Julia R. Foster	2.00	480.00	960.00
David Hackel	2.90	735.00	2,131.50
Richard U. S. Howell, P.C.	11.10	1,620.00	17,982.00
Rob Jacobson	24.10	1,155.00	27,835.50
Katherine Karnosh	1.70	935.00	1,589.50
Mike James Koch	64.10	735.00	47,113.50
Sarah R. Margolis	5.60	995.00	5,572.00
Casey McGushin	10.60	1,415.00	14,999.00
Brian Nakhaimousa	66.10	995.00	65,769.50
Christine A. Okike, P.C.	71.30	1,850.00	131,905.00
Isabella J. Parette	6.10	735.00	4,483.50
Anne G. Peetz	3.00	1,425.00	4,275.00
Francis Petrie	94.80	1,295.00	122,766.00
Margaret Reiney	67.30	1,155.00	77,731.50
Jimmy Ryan	55.20	885.00	48,852.00
Michael B. Slade	19.80	1,855.00	36,729.00
Josh Sussberg, P.C.	10.30	2,045.00	21,063.50
TOTALS	517.40		\$ 633,396.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Rob Jacobson	0.50	Conference with B. Nakhaimousa, M. Koch re disclosure statement motion, exhibits.
05/01/23	Mike James Koch	1.90	Review, revise disclosure statement motion (.8); correspond with R. Jacobson, B. Nakhaimousa re same (.2); review, analyze case law re disclosure statement considerations (.8); review, revise e-ballot notice (.1).
05/01/23	Brian Nakhaimousa	3.00	Review, revise disclosure statement motion (.8); correspond with M. Koch re same (.3); review, revise disclosure statement motion exhibits (1.9).
05/01/23	Christine A. Okike, P.C.	1.60	Review disclosure statement (.5); telephone conference with JPLs, Haynes and Boone, Moelis, BRG, F. Petrie K&E team re plan (1.1).
05/01/23	Francis Petrie	2.20	Telephone conference with BRG, C. Okike, K&E team, JPLs re best interest test (1.2); review deck re waterfall (.5); telephone conference with M. Reiney re plan status (.5).
05/01/23	Margaret Reiney	0.80	Correspond with F. Petrie re plan status (.5); review presentation re best interests test (.3).
05/02/23	Mike James Koch	1.80	Review, revise disclosure statement (1.6); correspond with B. Nakhaimousa re same (.2).
05/02/23	Sarah R. Margolis	0.20	Conference with F. Petrie re plan, disclosure statement.
05/02/23	Brian Nakhaimousa	2.00	Conference with F. Petrie, K&E team re plan, disclosure statement (.5); conference with Kroll, M. Reiney, K&E team re solicitation procedures (.5); review, revise disclosure statement (.2); correspond with M. Koch re same (.2); review, revise disclosure statement motion exhibits (.6).
05/02/23	Christine A. Okike, P.C.	1.80	Telephone conference with Company, BRG and Haynes and Boone teams re waterfall analysis (.5); review, analyze plan (.6); review, analyze disclosure statement (.7).
05/02/23	Isabella J. Paretti	0.60	Conference with F. Petrie, K&E team re plan, disclosure statement work in process (.5); review research re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/23	Francis Petrie	3.70	Conference with M. Reiney, K&E team re deal documentation (.5); review and revise disclosure statement (1.8); correspond with M. Reiney, K&E team re same (.8); review and revise chapter 11 plan (.6).
05/02/23	Margaret Reiney	0.80	Conference with J. Ryan, K&E team re plan (.5); correspond with B. Nakhaimousa, Kroll re solicitation (.3).
05/02/23	Margaret Reiney	1.30	Review, revise disclosure statement (.8); correspond with F. Petrie, K&E team re same (.5).
05/02/23	Jimmy Ryan	0.40	Conference with F. Petrie, K&E team re chapter 11 plan and disclosure statement.
05/02/23	Josh Sussberg, P.C.	0.20	Correspond with Committee re wind down model.
05/03/23	Bob Allen, P.C.	0.30	Conference with T. Scheuer, A. Maza, K&E team, and SEC re plan.
05/03/23	Julia R. Foster	1.20	Research precedent re 9019 motions (.5); draft 9019 motion (.7).
05/03/23	Mike James Koch	3.10	Review, revise disclosure statement (2.7); correspond with M. Reiney, K&E team re same (.4).
05/03/23	Brian Nakhaimousa	2.90	Review, revise disclosure statement (1.7); review, revise disclosure statement motion exhibits (1.2).
05/03/23	Christine A. Okike, P.C.	7.00	Review and revise disclosure statement (3.9); review and revise plan (2.5); telephone conference with Company, BRG, Haynes and Boone, F. Petrie and K&E team re plan waterfall analysis (.6).
05/03/23	Isabella J. Paretti	1.80	Review, revise disclosure statement re wallet-related relief.
05/03/23	Francis Petrie	4.20	Telephone conference with Company, BRG, Haynes and Boone, C. Okike, K&E team re disclosure statement assumptions (.6); review revised form of disclosure statement (2.5); correspond with M. Koch, K&E team re same (.5); correspond with M. Reiney, K&E team re deal documentation (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Margaret Reiney	4.20	Correspond with J. Ryan, K&E team re plan settlement precedent (.5); review same (.3); review disclosure statement (1.2); correspond with M. Koch, K&E team re same (.5); review, revise plan (1.1); correspond with J. Ryan, K&E team re same (.6).
05/03/23	Michael B. Slade	0.80	Telephone conference with B. Allen, K&E team re liquidation analysis.
05/03/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re investigation and disclosure statement status.
05/04/23	Ziv Ben-Shahar	0.70	Research re balloting certification requirements.
05/04/23	David Hackel	0.10	Correspond with M. Reiney, S. Margolis re exclusivity extension motion.
05/04/23	David Hackel	0.50	Research re ballot certification.
05/04/23	Mike James Koch	4.80	Review, revise disclosure statement (3.4); conferences with F. Petrie, M. Reiney, K&E team re same (1.2); review, revise plan (.2).
05/04/23	Casey McGushin	1.40	Review and revise draft disclosure statement.
05/04/23	Brian Nakhaimousa	5.40	Review, revise disclosure statement (2.1); review, revise disclosure statement exhibits (2.8); revise confirmation timeline (.3); correspond with F. Petrie re same (.2).
05/04/23	Christine A. Okike, P.C.	5.00	Review disclosure statement (1.9); review and revise plan timeline (.9); telephone conference with Company, Haynes and Boone, F. Petrie and K&E team re same (.5); review, revise plan (1.7).
05/04/23	Francis Petrie	7.20	Review and revise plan and disclosure statement (3.6); office conferences with M. Koch, K&E team re deal documentation (1.2); telephone conference with Company re communications strategy and solicitation package (.5); telephone conference with C. Okike, Company, Haynes and Boone re plan and solicitation timeline (.5); review and revise confirmation timeline (.1); draft deal documentation, declarations re exclusivity (1.3).
05/04/23	Margaret Reiney	5.00	Correspond with F. Petrie, K&E team re plan settlement (1.2); review, revise disclosure statement (2.2); review, revise plan (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/23	Jimmy Ryan	2.20	Correspond with M. Koch, K&E team re chapter 11 plan (1.2); review, revise same (1.0).
05/04/23	Josh Sussberg, P.C.	1.20	Review and revise disclosure statement (.7); correspond with C. Okike, K&E team re same (.3); correspond with M. Slade re same (.2).
05/05/23	Bob Allen, P.C.	0.40	Review revised plan.
05/05/23	Julia R. Foster	0.50	Draft declaration in support of second exclusivity extension motion.
05/05/23	Rob Jacobson	0.90	Review, analyze second exclusivity motion.
05/05/23	Sarah R. Margolis	1.30	Review, revise second exclusivity motion.
05/05/23	Casey McGushin	1.10	Review and revise draft disclosure statement.
05/05/23	Brian Nakhaimousa	1.50	Review, revise disclosure statement motion (1.3); correspond with BRG re liquidation analysis (.2).
05/05/23	Brian Nakhaimousa	0.20	Review, revise proposed confirmation timeline.
05/05/23	Christine A. Okike, P.C.	11.10	Correspond with J. Sussberg re disclosure statement (.3); review, revise disclosure statement (3.6); review, revise liquidation procedures (.4); telephone conference with Company, BRG, Moelis, Haynes and Boone, F. Petrie, and K&E team re plan waterfall (.5); review Company's comments to disclosure statement (1.0); telephone conference with M. Reiney re disclosure statement (.6); review, revise disclosure statement motion (2.0); review, revise disclosure statement exhibits (2.7).
05/05/23	Francis Petrie	4.80	Review and revise disclosure statement motion (.7); correspond with M. Reiney, K&E team re same (.6); review and revise disclosure statement and disclosure statement motion (2.7); telephone conference with Company re best interests test (.5); correspond with BRG, M. Reiney, K&E team re disclosure statement exhibits (.3).
05/05/23	Margaret Reiney	6.60	Review, revise disclosure statement (3.9); correspond with C. Okike re same (.7); correspond with F. Petrie, K&E team re same (.8); review, revise plan (1.2).
05/05/23	Jimmy Ryan	0.60	Correspond with F. Petrie, K&E team re chapter 11 plan (.3); review, revise same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/23	Michael B. Slade	1.20	Review, revise disclosure statement.
05/05/23	Josh Sussberg, P.C.	0.30	Correspond with C. Okike re disclosure statement (.1); telephone conference with Committee re same (.2).
05/06/23	Rob Jacobson	1.50	Review, revise exclusivity motion.
05/06/23	Mike James Koch	2.30	Review, revise disclosure statement (.8); correspond with M. Reiney re same (.1); review, revise disclosure statement motion exhibits (1.2); correspond with B. Nakhaimousa, K&E team re same (.2).
05/06/23	Brian Nakhaimousa	4.80	Review, revise disclosure statement motion exhibits (2.5); review, revise disclosure statement motion (2.1); correspond with J. Ryan, K&E team re plan (.2).
05/06/23	Christine A. Okike, P.C.	7.00	Review, analyze plan and disclosure statement re BRG comments (.7); review, revise disclosure statement exhibits (2.4); review, revise disclosure statement (3.9).
05/06/23	Francis Petrie	5.20	Review and revise disclosure statement, solicitation package (3.6); conferences with M. Reiney, J. Ryan, K&E team re same (.2); review, revise plan (1.4).
05/06/23	Margaret Reiney	4.80	Review, revise disclosure statement (3.9); correspond with F. Petrie, K&E team, BRG, Haynes and Boone re same (.2); research precedent re same (.7).
05/06/23	Jimmy Ryan	3.20	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.7); review, revise chapter 11 plan (1.8); review, revise disclosure statement motion (.5); correspond with F. Petrie, K&E team re same (.2).
05/06/23	Michael B. Slade	2.80	Review, revise disclosure statement (2.7); correspond with J. Sussberg re same (.1).
05/06/23	Josh Sussberg, P.C.	0.20	Telephone conference with Company re disclosure statement (.1); correspond with M. Slade re same (.1).
05/07/23	Mike James Koch	1.80	Review, revise plan (.8); correspond with M. Reiney, K&E team re same (.8); draft agenda re disclosure statement status conference (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/07/23	Brian Nakhaimousa	3.50	Review, revise disclosure statement (.8); review revise disclosure statement motion (1.1); review, revise disclosure statement motion exhibits (1.6).
05/07/23	Francis Petrie	5.70	Review and revise disclosure statement (2.9); correspond with M. Reiney, K&E team re same (.8); review, revise plan (2.0).
05/07/23	Margaret Reiney	5.20	Review, revise disclosure statement (1.7); correspond with M. Koch, K&E team re same (.8); review, revise plan (2.7).
05/07/23	Jimmy Ryan	5.90	Review, revise disclosure statement motion (1.4); review, revise chapter 11 plan (3.7); correspond with M. Reiney, K&E team re chapter plan and disclosure statement (.8).
05/08/23	Richard U. S. Howell, P.C.	0.20	Correspond with M. Slade, K&E team re liquidation analysis.
05/08/23	Mike James Koch	4.30	Review, revise disclosure statement (3.9); correspond with F. Petrie, B. Nakhaimousa re same (.4).
05/08/23	Casey McGushin	0.70	Review and revise draft disclosure statement.
05/08/23	Brian Nakhaimousa	7.00	Review, revise disclosure statement motion (1.0); review, revise disclosure statement motion exhibits (1.7); correspond with M. Koch, K&E team re same (.4); review, revise disclosure statement (3.6); review draft liquidation analysis (.3).
05/08/23	Christine A. Okike, P.C.	5.30	Review, revise disclosure statement (2.2); review, revise plan (2.1); review, revise waterfall analysis (.3); telephone conference with M. Slade, K&E team re same (.2); review, analyze plan timeline (.2); telephone conference with Moelis re third-party distribution option (.3).
05/08/23	Francis Petrie	2.20	Telephone conference with Company re plan and disclosure statement strategy (.2); review and revise deal documentation (1.7); correspond with C. Okike, Kroll team re solicitation timeline (.3).
05/08/23	Margaret Reiney	4.10	Review, revise disclosure statement (2.4); telephone conference with BRG, A. Sexton, K&E team re intercompany treatment (.5); review, revise plan (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/23	Jimmy Ryan	6.60	Correspond with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.4); review, revise chapter 11 plan (3.9); further review and revise same (1.9); video conference with M. Reiney, K&E team, and BRG team re same (.4).
05/09/23	David Hackel	2.30	Review, revise second exclusivity motion (1.9); correspond with S. Margolis, R. Jacobson re same (.4).
05/09/23	Richard U. S. Howell, P.C.	1.90	Review disclosure statement (1.1); correspond with M. Slade, K&E team re same (.6); conference with F. Petrie, Company strategy re open disclosure statement issues (.2).
05/09/23	Rob Jacobson	8.70	Review, revise exclusivity motion (3.6); review, analyze precedent re same (1.9); correspond with D. Hackel, S. Margolis re same (.4); further review, revise exclusivity motion (2.8).
05/09/23	Mike James Koch	6.40	Review, revise disclosure statement (3.9); correspond with M. Reiney, K&E team re same (.9); conference with BRG re liquidation analysis (.3); review, revise same (1.3).
05/09/23	Sarah R. Margolis	2.20	Correspond with R. Jacobson re exclusivity motion (.4); review, revise same (1.8).
05/09/23	Casey McGushin	1.60	Review and revise draft disclosure statement.
05/09/23	Brian Nakhaimousa	8.50	Review, revise liquidation analysis (1.8); review, revise disclosure statement (1.3); review, revise disclosure statement motion (2.2); review, revise disclosure statement motion exhibits (2.2); conference with M. Koch re disclosure statement workstream (.5); correspond with same re same (.5).
05/09/23	Christine A. Okike, P.C.	2.00	Review, revise plan (.6); conference with Committee, F. Petrie and K&E team re same (1.0); correspond with F. Petrie re plan (.4).
05/09/23	Isabella J. Paretti	0.30	Conference with F. Petrie, K&E team re disclosure statement, plan.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/23	Francis Petrie	6.40	Telephone conference with Company, K&E team re plan and disclosure statement (.5); review revisions to disclosure statement (.7); conferences with M. Reiney re same (.6); correspond with C. Okike re class treatment (.3); review, analyze chapter 11 plan considerations (.7); draft and revise solicitation package (.7); correspond with R. Howell re same (.3); review, analyze disclosure statement (1.3); review draft exclusivity extension motion (.7); telephone conferences with Company re plan and disclosure statement considerations (.6).
05/09/23	Margaret Reiney	5.40	Review, revise plan (1.7); review, revise disclosure statement (2.9); correspond with F. Petrie, K&E team, BRG, Company re same; review, revise liquidation analysis (.8).
05/09/23	Jimmy Ryan	4.50	Correspond with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.9); correspond with M. Reiney and Cole Schotz re same (.1); review, analyze precedent re same (.4); review, revise chapter 11 plan (2.7); conference with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.4).
05/09/23	Michael B. Slade	1.80	Review, revise disclosure statement.
05/09/23	Josh Sussberg, P.C.	0.80	Review and revise disclosure statement (.2); review, revise disclosure statement exhibit letter (.3); correspond re same with C. Okike, K&E team re same (.3).
05/10/23	Richard U. S. Howell, P.C.	2.80	Review, analyze disclosure statement (.7); conference with C. Okike, K&E team re disclosure statement and potential litigation issues (1.5); correspond with M. Slade, C. McGushin, C. Okike and K&E team re disclosure statement and related considerations (.6).
05/10/23	Katherine Karnosh	0.80	Revise disclosure statement.
05/10/23	Mike James Koch	8.60	Review, revise disclosure statement (3.9); research, analyze case law, precedent re same (3.9); review, revise liquidation analysis (.6); correspond with BRG re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/23	Brian Nakhaimousa	8.70	Review, revise disclosure statement motion exhibits (3.6); review, revise liquidation analysis (1.0); review, revise disclosure statement (3.3); correspond with M. Koch, J. Ryan, M. Reiney re same, plan (.8).
05/10/23	Christine A. Okike, P.C.	6.20	Telephone conference with M. Reiney re plan (.2); telephone conference with Haynes and Boone re same (.1); telephone conference with BRG re same (.2); review, analyze disclosure statement (1.6); review and revise client letter (.3); review, revise plan (1.4); telephone conference with BRG, F. Petrie and K&E team re liquidation analysis (1.2); review, analyze plan re FTX, Alameda and 3AC claims treatment (1.2).
05/10/23	Francis Petrie	6.70	Telephone conference with Company re disclosure statement drafting items (.5); telephone conference with R. Howell, BRG re liquidation analysis (1.1); review documentation re same (1.7); review and revise plan and disclosure statement (2.6); office conferences with M. Reiney, K&E team re same (.8).
05/10/23	Margaret Reiney	7.30	Review, revise disclosure statement (2.8); correspond with K&E team, Company re same (.6); conference with F. Petrie, K&E team, BRG re liquidation analysis (.9); review and revise same (1.2); review, revise plan (1.6); correspond with C. Okike re same (.2).
05/10/23	Jimmy Ryan	9.70	Conference with M. Reiney, K&E team, BRG team, and Company re chapter 11 plan and disclosure statement (.5); office conference with M. Reiney and B. Nakhaimousa re same (.3); review, revise chapter 11 plan (3.9); further revise same (3.8); correspond with M. Koch, K&E team re plan (1.2).
05/10/23	Michael B. Slade	2.10	Review and revise disclosure statement.
05/10/23	Josh Sussberg, P.C.	0.60	Correspond with Company re disclosure statement status (.1); telephone conferences with committee re plan process (.3); correspond with BRG re financial statements (.2).
05/11/23	Richard U. S. Howell, P.C.	0.70	Review disclosure statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Rob Jacobson	5.20	Review, revise disclosure statement (.5); correspond with B. Nakhaimousa re same (.2); review, analyze letter to creditors (.6); review, revise disclosure statement materials (2.9); review, revise exclusivity motion (1.0).
05/11/23	Katherine Karnosh	0.90	Revise disclosure statement.
05/11/23	Mike James Koch	10.60	Review, revise disclosure statement (3.9); further review, revise same (.8); correspond with M. Reiney, K&E team re same (.8); review, revise liquidation analysis (3.9); conference with J. Ryan, K&E team re same (1.2).
05/11/23	Brian Nakhaimousa	8.80	Review, revise disclosure statement (1.1); review, revise liquidation analysis (2.5); conferences with BRG re same (1.5); correspond with M. Koch, K&E team re plan (1.2); review, revise disclosure statement exhibits (2.2); review, revise ds motion (.3).
05/11/23	Christine A. Okike, P.C.	8.00	Telephone conference with SEC re plan (.4); correspond with BRG team re coin analysis (.2); telephone conference with S. Vogel re plan (.2); review, revise disclosure statement (1.9); telephone conference with Company, F. Petrie, K&E team re plan (.3); review, revise plan (1.5); review, revise solicitation materials (1.6); review, revise liquidation analysis (1.9).
05/11/23	Francis Petrie	6.80	Review and revise disclosure statement (1.4); review, revise exhibits re same (.3); draft and revise solicitation package (2.2); telephone conferences with Company re solicitation strategy (1.5); review and revise motion re exclusivity extension (1.1); correspond with R. Jacobson re same (.3).
05/11/23	Margaret Reiney	5.90	Review, revise plan (1.2); correspond with J. Ryan, K&E team, Walkers, BRG, Company re same (1.2); review, revise disclosure statement (2.7); correspond with B. Nakhaimousa K&E team, BRG, Company re same (.8).
05/11/23	Jimmy Ryan	14.30	Review, revise chapter 11 plan (3.9); further review, revise same (3.9); correspond with F. Petrie, K&E team re same (1.8); office conferences with M. Reiney, K&E team re same (2.0); further review, revise same (2.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Michael B. Slade	1.40	Review and revise disclosure statement.
05/11/23	Josh Sussberg, P.C.	1.10	Correspond with Company re plan and disclosure statement timing (.2); telephone conference with management re customer letter (.4); conference with M. Slade re same (.1); telephone conference with C Street re same (.1); review, revise letter to creditors re management comments (.3).
05/12/23	Richard U. S. Howell, P.C.	0.20	Correspond with F. Petrie, M. Reiney re plan, disclosure statement.
05/12/23	Rob Jacobson	3.70	Review, revise disclosure statement motion (1.1); research re exclusivity matters (.5); review, revise disclosure statement motion exhibits (2.1).
05/12/23	Mike James Koch	7.50	Review, revise disclosure statement (3.9); correspond with F. Petrie, K&E team re same (.6); review, revise disclosure statement motion (1.6); correspond with B. Nakhaimousa, K&E team re same (.3); review, analyze legal issues re same (1.1).
05/12/23	Brian Nakhaimousa	8.70	Correspond with M. Koch, K&E team re disclosure statement (.6); review, revise disclosure statement motion (1.5); review, revise disclosure statement exhibits (2.1); conferences with BRG, M. Reiney re liquidation analysis (1.0); review, revise same (3.0); prepare disclosure statement motion, disclosure statement exhibits for filing (.5).
05/12/23	Christine A. Okike, P.C.	7.20	Review, revise plan (1.1); review, revise disclosure statement (1.9); review, revise liquidation analysis (2.2); review, revise disclosure statement motion (.4); telephone conference with Company, BRG and Haynes and Boone re plan (.4); review, analyze Committee comments to plan (.9); review, analyze client letter (.3).
05/12/23	Anne G. Peetz	2.50	Review and revise plan and disclosure statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/12/23	Francis Petrie	5.80	Finalize and file plan, disclosure statement, and solicitation materials (1.7); conferences with M. Reiney, BRG, K&E team re same (1.6); telephone conference with Company re disclosure statement and plan filing (1.5); telephone conferences with BRG re disclosure statement exhibits (1.0).
05/12/23	Margaret Reiney	6.60	Review, revise disclosure statement exhibit (1.7); correspond with BRG re same (1.2); review, revise disclosure statement (2.1); conferences with F. Petrie, K&E team, Company, BRG, Haynes and Boone re same (1.6).
05/12/23	Jimmy Ryan	6.40	Review, revise chapter 11 plan (3.9); correspond with M. Reiney, K&E team, and Hayes and Boone team re chapter 11 plan and disclosure statement (1.4); prepare for filing of chapter 11 plan and disclosure statement (1.1).
05/12/23	Michael B. Slade	1.30	Review and revise disclosure statement.
05/12/23	Josh Sussberg, P.C.	0.90	Telephone conference with Committee re plan status (.1); correspond with M. Slade and C. Okike re same (.1); review, analyze committee issues list (.2); correspond with Company re disclosure statement filing and status (.2); correspond with Committee re plan status (.2); correspond with B. Allen, K&E team re DOJ outreach (.1).
05/13/23	Francis Petrie	1.40	Review and revise second exclusivity order.
05/14/23	Rob Jacobson	3.00	Review, revise exclusivity motion (2.7); correspond with Company re same (.3).
05/14/23	Mike James Koch	4.20	Review, revise exclusivity motion (3.9); correspond with F. Petrie, K&E team re same (.3).
05/14/23	Sarah R. Margolis	0.50	Review, revise exclusivity motion.
05/14/23	Christine A. Okike, P.C.	1.90	Review and revise exclusivity motion.
05/14/23	Francis Petrie	1.70	Review and revise exclusivity extension motion (1.4); correspond with M. Koch, K&E team re same (.3).
05/14/23	Michael B. Slade	0.90	Review, revise motion re exclusivity extension.
05/14/23	Josh Sussberg, P.C.	0.20	Telephone conference with Moelis re plan process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/23	Mike James Koch	0.20	Review, revise second exclusivity motion.
05/15/23	Sarah R. Margolis	1.40	Review, revise exclusivity motion and correspond with Hayne and Boone re same.
05/15/23	Casey McGushin	3.20	Review and analyze UCC pleadings re disclosure statement and related communications (1.1); research issues re same (1.3); draft and revise response re same (.8).
05/15/23	Brian Nakhaimousa	0.20	Correspond with F. Petrie re Committee emergency motion re disclosure statement.
05/15/23	Christine A. Okike, P.C.	1.30	Telephone conference with M. Slade and F. Petrie re plan releases (.5); review exclusivity motion (.8).
05/15/23	Christine A. Okike, P.C.	1.50	Review Committee motion re improper plan solicitation (1.0); telephone conference with Haynes and Boone re same (.1); telephone conference with M. Slade re same (.3); telephone conference with J. Sussberg re same (.1).
05/15/23	Francis Petrie	9.50	Draft and revise objection to Committee solicitation motion (2.2); telephone conferences with C. Okike re solicitation (1.4); telephone conference with Ankura re indenture mechanics (.6); review, analyze indenture re same (.8); telephone conference with M. Slade, C. Okike re plan and strategy (1.5); review final version of exclusivity motion, bridge order (2.5); correspond with R. Jacobson, Cole Schotz re entry of same (.5).
05/15/23	Jimmy Ryan	0.50	Review, analyze Committee pleadings re chapter 11 plan.
05/15/23	Michael B. Slade	1.10	Review recently filed pleadings re contested plan, disclosure statement (.5); correspond with R. Howell re same (.6).
05/15/23	Michael B. Slade	0.60	Edit brief re exclusivity.
05/15/23	Josh Sussberg, P.C.	0.40	Correspond with F. Petrie re Committee improper solicitation motion and next steps (.2); conference with C. Okike re same (.1); telephone conference with C Street re solicitation communications and Company FAQs (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/23	Richard U. S. Howell, P.C.	1.10	Review recently filed pleadings re contested solicitation (.5); correspond with M. Slade and C. McGushin re same (.6).
05/16/23	Mike James Koch	0.20	Conference with F. Petrie, K&E team re Committee motions, statement re plan and disclosure statement.
05/16/23	Mike James Koch	3.50	Review, analyze motion to quash (.2); research, analyze case law re same (2.8); draft memorandum re same (.2); correspond with F. Petrie, K&E team re same (.3).
05/16/23	Casey McGushin	2.60	Review and revise draft response to Committee's pleading re disclosure statement.
05/16/23	Brian Nakhaimousa	0.30	Conference with F. Petrie, K&E team re next steps re plan, DS.
05/16/23	Christine A. Okike, P.C.	0.90	Telephone conference with Moelis re plan (.4); telephone conference with management, Haynes and Boone, F. Petrie, K&E team re plan strategy (.5).
05/16/23	Christine A. Okike, P.C.	1.30	Telephone conference with M. Slade re response to Committee motion re unauthorized plan solicitation (.3); review, analyze response to Committee motion re unauthorized plan solicitation (1.0).
05/16/23	Francis Petrie	0.30	Telephone conferences with M. Reiney re strategy, plan update.
05/16/23	Francis Petrie	7.20	Review and revise objection to Committee's solicitation motion (3.1); correspond with M. Slade, K&E team re same (.3); telephone conference with Company re legal strategy (.6); telephone conference with Company re solicitation (.6); correspond with M. Koch re improper solicitation case law (.3); review, analyze caselaw re same (2.3).
05/16/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team re solicitation requirements (.5); research re same (1.1); correspond with F. Petrie, K&E team re hearing re same (.3).
05/16/23	Jimmy Ryan	0.90	Review, analyze Committee pleadings re chapter 11 plan (.4); correspond with M. Koch, K&E team re same (.4); conference with F. Petrie, K&E team re chapter 11 plan (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/23	Michael B. Slade	2.90	Conference with UCC re plan, disclosure statement related pleadings (.3); telephone conference with J. Sussberg and C. Okike re same (.3); conference with Company re UCC statement re plan, disclosure statement (.6); review and edit brief re same (.8); correspond with F. Petrie, K&E team re responses re same (.9).
05/16/23	Josh Sussberg, P.C.	0.50	Telephone conference with R. Kanowitz re Committee statement re solicitation (.3); telephone conferences with J. Henes re same (.2)
05/16/23	Josh Sussberg, P.C.	1.20	Review and revise response to motion and statement (.8); correspond re hearing with M. Slade (.2); telephone conference with J. Dermont re next steps (.2).
05/16/23	Josh Sussberg, P.C.	0.50	Review Committee pleadings (.4); correspond with M. Sirota re same (.1).
05/17/23	Richard U. S. Howell, P.C.	0.60	Review, analyze disclosure statement.
05/17/23	Richard U. S. Howell, P.C.	0.60	Review, analyze Committee improper solicitation pleadings.
05/17/23	Mike James Koch	2.90	Review, revise responsive pleading re Committee improper solicitation motion (2.4); draft exhibits re same (.3); correspond with F. Petrie, K&E team re same (.2)
05/17/23	Christine A. Okike, P.C.	0.90	Telephone conference with Cole Schotz, Haynes and Boone, F. Petrie and K&E team re response to Committee motion re unauthorized plan solicitation (.3); review, revise response re same (.6).
05/17/23	Francis Petrie	7.60	Telephone conferences with Haynes and Boone, Cole Schotz re objection drafting (.3); review and revise objection re improper solicitation (2.6); telephone conferences with Company re finalizing objection (.5); correspond with M. Koch, K&E team re motion (.3); file and finalize objection re same (1.9); prepare for hearing re same (1.5); telephone conferences with C Street re same (.5).
05/17/23	Margaret Reiney	3.50	Review, revise reply to Committee's improper solicitation pleadings (3.2); correspond with M. Koch, K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/17/23	Michael B. Slade	2.40	Review, revise talking points re UCC statement, solicitation issues (2.1); review and edit brief re solicitation, disclosure statement considerations (.3).
05/17/23	Josh Sussberg, P.C.	1.60	Review and revise response to Committee unauthorized solicitation motion (.7); telephone conference with M. Slade re same (.1); telephone conference with Cole Schotz re same (.4); telephone conference with C Street re same (.4).
05/18/23	Richard U. S. Howell, P.C.	1.80	Review correspondence, related materials re preparation for hearing re UCC disclosure statement pleadings (.4); review materials in preparation for potential litigation re same (1.4).
05/18/23	Margaret Reiney	2.30	Review materials re solicitation argument (.7); review, revise correction materials (1.1); correspond with F. Petrie, K&E team re same (.5).
05/19/23	Richard U. S. Howell, P.C.	0.40	Review materials re liquidation analysis.
05/19/23	Rob Jacobson	0.60	Conference with Company, C Street, F. Petrie re corrective solicitation letter (.3); correspond with F. Petrie, M. Reiney re same (.3).
05/19/23	Francis Petrie	2.00	Correspond with Committee re corrective communications (.5); correspond with M. Reiney, K&E team re same and process (.7); telephone conferences with Company, C Street re communication strategy and court ruling (.8).
05/19/23	Margaret Reiney	1.60	Correspond with F. Petrie, K&E team re corrected pleading (.7); review and revise same (.9).
05/19/23	Michael B. Slade	0.50	Telephone conference with UCC re social media communications and related and correspondence re solicitation considerations.
05/22/23	Brian Nakhaimousa	0.60	Correspond with M. Reiney, I. Paretti re indenture and BIA considerations (.2); conferences with M. Reiney, I. Paretti re same (.4).
05/22/23	Isabella J. Paretti	3.40	Research re indenture agreements (2.2); conference with B. Nakhaimousa re same (.4); draft summary re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/23	Anne G. Peetz	0.50	Telephone conference with C. Okike re plan and SEC discussions.
05/22/23	Francis Petrie	3.70	Telephone conferences with C. Okike, K&E team re plan and disclosure statement strategy, revisions (.8); review, analyze precedent re same (1.2); telephone conference with M. Reiney and R. Jacobson re plan and disclosure statement strategy (1.2); telephone conference with J. Sussberg re mediation details (.5).
05/23/23	Julia R. Foster	0.30	Compile, review, analyze plan, disclosure statement and disclosure statement motion.
05/23/23	Josh Sussberg, P.C.	0.10	Correspond with Haynes and Boone re Committee solicitation motion.
05/23/23	Josh Sussberg, P.C.	0.40	Review and revise mediation order (.2); correspond with F. Petrie and M. Reiney re same (.1); correspond with C. Okike re SEC plan comments (.1).
05/24/23	Richard U. S. Howell, P.C.	0.50	Review materials re liquidation analysis.
05/25/23	Richard U. S. Howell, P.C.	0.30	Review materials re liquidation analysis.
05/25/23	Christine A. Okike, P.C.	0.10	Telephone conference with Company re governmental claims plan treatment.
05/30/23	Christine A. Okike, P.C.	1.20	Review, analyze research re third party releases.
05/30/23	Francis Petrie	0.50	Telephone conference with M. Reiney, R. Jacobson re plan process.
Total		517.40	

Document Page 275 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082760
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 4,440.00

Total legal services rendered

\$ 4,440.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	2.40	1,850.00	4,440.00
TOTALS	2.40		\$ 4,440.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, JPLs, Walkers, BRG and K&E teams re international key work streams.
05/11/23	Christine A. Okike, P.C.	0.60	Telephone conference with JPLs, Walkers, Company and Haynes and Boone re international key work streams.
05/18/23	Christine A. Okike, P.C.	0.50	Telephone conference with JPLs, Walkers, BRG, Haynes and Boone and K&E teams re international key work streams.
05/25/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, JPLs, Walkers and Haynes and Boone teams re International key work streams.
Total		2.40	

Document Page 278 of 621
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082761
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 116,702.00

Total legal services rendered

\$ 116,702.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	6.50	735.00	4,777.50
Marta Dudyan	3.90	315.00	1,228.50
Trevor Eck	2.80	735.00	2,058.00
Julia R. Foster	8.50	480.00	4,080.00
Susan D. Golden	8.50	1,475.00	12,537.50
David Hackel	14.70	735.00	10,804.50
Rob Jacobson	19.30	1,155.00	22,291.50
Mike James Koch	19.90	735.00	14,626.50
Sarah R. Margolis	20.90	995.00	20,795.50
Brian Nakhaimousa	8.30	995.00	8,258.50
Eric Nyberg	3.00	315.00	945.00
Christine A. Okike, P.C.	1.80	1,850.00	3,330.00
Isabella J. Parette	6.60	735.00	4,851.00
Francis Petrie	2.70	1,295.00	3,496.50
Jimmy Ryan	2.50	885.00	2,212.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	130.10		\$ 116,702.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Susan D. Golden	2.50	Review, revise K&E invoice re privilege and confidentiality.
05/01/23	David Hackel	1.70	Review, revise K&E invoice re privilege and confidentiality.
05/02/23	Julia R. Foster	1.00	Correspond with NJ Judiciary re attorney fund fees.
05/02/23	Susan D. Golden	3.70	Review, revise K&E invoice re privilege and confidentiality (3.6); correspond with S. Margolis re same (.1).
05/02/23	David Hackel	5.20	Correspond with S. Margolis re K&E invoice re privilege and confidentiality (.4); review, revise same re same (3.7); review, analyze expense report, deposition minutes re same (1.1).
05/02/23	Sarah R. Margolis	3.70	Correspond with Cole Schotz, F. Petrie re interim fee application (.1); review, analyze local bankruptcy rules re same (.1); correspond with S. Golden re same (.1); review, revise K&E invoices re privilege and confidentiality (1.5); correspond with D. Hackel re same (.1); review, revise interim fee application (1.8).
05/03/23	Susan D. Golden	0.60	Correspond with M. Reiney, F. Petrie re schedule and timing of interim fee applications.
05/03/23	David Hackel	2.10	Correspond with S. Margolis, K&E team re K&E invoice re privilege and confidentiality (.4); review, revise same re same (1.7).
05/03/23	Mike James Koch	0.80	Review, revise first interim fee application (.1); correspond with R. Jacobson re same (.1); review, analyze supplemental disclosures for K&E retention (.6).
05/03/23	Sarah R. Margolis	2.90	Review, revise interim fee application (.7); correspond with M. Koch re same (.2); correspond with D. Hackel re K&E invoices (.3); telephone conference with D. Hackel re same (.2); review, revise K&E invoices re privilege and confidentiality (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Brian Nakhaimousa	0.70	Conference with F. Petrie, Moelis, Haynes and Boone re parties in interest list (.4); correspond with F. Petrie, Moelis, Haynes and Boone, K&E team re same (.3).
05/04/23	Marta Dudyan	3.90	Analyze supplemental disclosure re K&E retention.
05/04/23	Mike James Koch	0.50	Review, revise supplemental disclosures re K&E retention application (.3); correspond with Haynes and Boone, Moelis, Deloitte, Berkeley Research Group re same (.2).
05/04/23	Brian Nakhaimousa	0.70	Correspond with Moelis, M. Koch, K&E team re supplemental declaration in support of K&E retention.
05/05/23	Julia R. Foster	2.30	Review, revise fee statement (1.8); prepare same for filing (.5).
05/05/23	Mike James Koch	2.20	Research, analyze, review supplemental disclosures for K&E retention application.
05/05/23	Sarah R. Margolis	0.50	Review, revise K&E invoice re privilege and confidentiality.
05/05/23	Brian Nakhaimousa	0.10	Correspond with M. Koch re supplemental declaration in support of K&E retention.
05/06/23	Sarah R. Margolis	1.10	Review, revise K&E invoice re privilege and confidentiality.
05/07/23	Sarah R. Margolis	0.80	Review, revise K&E invoice re privilege and confidentiality.
05/08/23	Sarah R. Margolis	0.30	Review, revise K&E invoices re privilege and confidentiality.
05/08/23	Brian Nakhaimousa	0.60	Prepare schedule re unredacted potential M&A counterparties for K&E retention.
05/09/23	Ziv Ben-Shahar	2.10	Review, revise K&E invoice re privilege and confidentiality.
05/09/23	David Hackel	4.20	Review, revise K&E invoice re privilege and confidentiality (3.9); draft correspondence to S. Margolis, F. Petrie, K&E team re same (.3).
05/09/23	Rob Jacobson	0.70	Telephone conference with B. Nakhaimousa, M. Koch re supplemental declaration (.3); review supplemental declaration re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/23	Mike James Koch	0.90	Conference with R. Jacobson, B. Nakhaimousa re supplemental declaration (.3); review, revise schedules re same (.3); correspond with M. Chan, K&E team re same (.1); correspond with Moelis, Berkeley Research Group, Haynes and Boone re same (.2).
05/09/23	Brian Nakhaimousa	0.80	Update schedules re supplemental declaration (.5); conference with M. Koch, R. Jacobson re same (.3).
05/10/23	Ziv Ben-Shahar	3.20	Review, revise K&E invoice re privilege and confidentiality.
05/10/23	Trevor Eck	0.60	Review, revise K&E invoice re privilege and confidentiality.
05/10/23	Julia R. Foster	3.20	Review, revise K&E first interim fee application.
05/10/23	Rob Jacobson	9.60	Review, revise first interim fee application (3.8); review, analyze precedent re same (.6); review, revise interim fee application (3.9); correspond with F. Petrie, K&E team re same (.1); review, analyze exhibits to interim fee application (1.2).
05/10/23	Mike James Koch	3.10	Review, revise interim fee application (2.8); correspond with R. Jacobson, S. Margolis re same (.3).
05/10/23	Sarah R. Margolis	1.30	Review, revise interim fee application.
05/10/23	Brian Nakhaimousa	0.50	Correspond with R. Jacobson, M. Koch re supplemental declaration.
05/10/23	Francis Petrie	0.90	Review, revise first interim fee application (.8); correspond with R Jacobson re same (.1).
05/11/23	Ziv Ben-Shahar	1.20	Review, revise K&E invoice re privilege and confidentiality.
05/11/23	Trevor Eck	2.20	Review, revise K&E invoice re privilege and confidentiality.
05/11/23	Julia R. Foster	1.70	Review, revise K&E first interim fee application.
05/11/23	Susan D. Golden	1.40	Review, revise first interim fee application.
05/11/23	David Hackel	0.80	Review, revise K&E invoice re privilege and confidentiality (.5); draft, revise correspondence to F. Petrie, K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Rob Jacobson	2.20	Review, revise first interim fee application (2.0); correspond with S. Margolis re same (.2).
05/11/23	Mike James Koch	1.20	Review, revise first interim fee application (1.0); correspond with R. Jacobson, S. Margolis re same (.2).
05/11/23	Sarah R. Margolis	2.00	Review, revise first interim fee application (1.5); correspond with M. Koch re same (.3); conference with R. Jacobson, M. Koch, K&E team re same (.2).
05/11/23	Sarah R. Margolis	2.10	Review, revise K&E first interim fee application.
05/11/23	Francis Petrie	1.00	Telephone conference with R. Jacobson re K&E interim fee application (.3); review K&E interim fee application (.7).
05/12/23	Julia R. Foster	0.30	Correspond with S. Margolis, K&E team re interim fee application.
05/12/23	Sarah R. Margolis	0.50	Correspond with R. Jacobson re interim fee application (.1); review, revise same (.4).
05/14/23	Mike James Koch	0.60	Review, revise parties in interest list re confidentiality and redaction considerations (.3); correspond with B. Nakhaimousa, K&E team, Moelis, Haynes and Boone re same (.3).
05/14/23	Brian Nakhaimousa	0.60	Review, revise supplemental declaration in support of K&E retention (.3); correspond with M. Koch, R. Jacobson re same (.3).
05/15/23	Rob Jacobson	0.40	Correspond with B. Nakhaimousa re supplemental declaration.
05/15/23	Mike James Koch	5.10	Review, revise K&E invoice re privilege and confidentiality (2.5); correspond with S. Margolis re same (.1); review, revise interim fee application (1.4); review, revise supplemental declaration re unredactions (.6); correspond with B. Nakhaimousa, F. Petrie, K&E team re same (.5).
05/15/23	Sarah R. Margolis	3.00	Review, revise interim fee application (2.9); correspond with M. Koch re same (.1).
05/15/23	Brian Nakhaimousa	0.40	Correspond with M. Koch, R. Jacobson re supplemental declaration.
05/15/23	Eric Nyberg	3.00	Prepare schedules re supplemental Sussberg declaration in support of K&E retention.
05/15/23	Christine A. Okike, P.C.	1.60	Review interim fee application.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/23	Isabella J. Paretti	1.70	Review, revise K&E invoice re privilege and confidentiality.
05/15/23	Francis Petrie	0.80	Review interim fee application re finalizing for filing.
05/16/23	Sarah R. Margolis	0.20	Review, revise interim fee application (.1); correspond with M. Koch re same (.1).
05/16/23	Isabella J. Paretti	4.90	Review K&E invoice re privilege and confidentiality (3.9); correspond with S. Margolis, K&E team re same (.1); further review same (.9).
05/17/23	David Hackel	0.30	Correspond with S. Margolis re K&E invoice re privilege and confidentiality (.1); research, analyze materials re same (.2).
05/17/23	Sarah R. Margolis	0.20	Review, revise K&E invoice re privilege and confidentiality.
05/17/23	Brian Nakhaimousa	0.60	Review, revise supplemental declaration.
05/18/23	Mike James Koch	0.40	Review, revise supplemental declaration (.3); correspond with B. Nakhaimousa re same (.1).
05/19/23	Susan D. Golden	0.30	Review supplemental declaration (.2); correspond with M. Koch re same (.1).
05/19/23	Rob Jacobson	2.70	Conference with M. Koch, B. Nakhaimousa re supplemental declaration (.6); review, analyze precedent, considerations re same (.4); review, revise supplemental declaration (1.4); correspond with M. Koch re same (.3).
05/19/23	Mike James Koch	1.10	Conference with R. Jacobson re supplemental declaration (.3); conference with M. Chan re same (.1); conference with Moelis re same (.1); review, revise supplemental declaration (.4); correspond with J. Sussberg, K&E team re same (.2).
05/19/23	Sarah R. Margolis	0.10	Review, revise K&E invoice re privilege and confidentiality.
05/21/23	Josh Sussberg, P.C.	0.20	Review supplemental declaration.
05/22/23	David Hackel	0.40	Review, revise invoice for privilege, confidentiality.
05/22/23	Mike James Koch	1.30	Correspond with F. Petrie, K&E team, Haynes and Boone, Moelis, Cole Schotz re third supplemental declaration, confidentiality considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/23	Sarah R. Margolis	2.00	Review, revise K&E invoices re privilege and confidentiality.
05/22/23	Brian Nakhaimousa	0.80	Review, revise K&E invoice re privilege and confidentiality.
05/22/23	Christine A. Okike, P.C.	0.20	Review supplemental declaration.
05/23/23	Rob Jacobson	0.70	Correspond with B. Nakhaimousa re same (.5); correspond with Cole Schotz re filing re same (.2).
05/23/23	Brian Nakhaimousa	2.50	Review, revise K&E invoice re privilege and confidentiality (1.7); conference with R. Jacobson re supplemental declaration (.5); conference with Haynes and Boone re redactions re supplemental declarations (.3).
05/23/23	Jimmy Ryan	2.50	Review, revise K&E invoice re privilege and confidentiality.
05/24/23	Mike James Koch	0.60	Correspond with Haynes and Boone re supplemental declaration (.3); conference with Haynes and Boone, Moelis re same (.3).
05/25/23	Mike James Koch	2.10	Research, draft monthly fee statement cover sheet.
05/30/23	Rob Jacobson	3.00	Review, revise K&E invoice re privilege and confidentiality.
05/30/23	Sarah R. Margolis	0.20	Review, revise K&E invoice re privilege and confidentiality.
Total		130.10	

Document Page 286 of 621
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082762
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 34,212.00

Total legal services rendered

\$ 34,212.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	12.10	735.00	8,893.50
Susan D. Golden	2.40	1,475.00	3,540.00
Rob Jacobson	3.20	1,155.00	3,696.00
Mike James Koch	3.70	735.00	2,719.50
Sarah R. Margolis	0.30	995.00	298.50
Brian Nakhaimousa	4.00	995.00	3,980.00
Francis Petrie	4.10	1,295.00	5,309.50
Margaret Reiney	5.00	1,155.00	5,775.00
TOTALS	34.80		\$ 34,212.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Trevor Eck	1.10	Review, revise Deloitte retention application.
05/01/23	Susan D. Golden	0.60	Review proposed revised fee examiner order (.4); correspond with F. Petrie and C. Okike re same (.2).
05/01/23	Brian Nakhaimousa	0.60	Review, revise Deloitte retention application.
05/01/23	Francis Petrie	0.90	Review revised order re proposed fee examiner (.4); correspond with S. Golden, K&E team re same (.5).
05/01/23	Margaret Reiney	0.90	Review, revise proposed fee examiner order.
05/02/23	Susan D. Golden	0.50	Correspond with M. Reiney and F. Petrie re proposed fee examiner order and comments to same (.4); correspond with proposed fee examiner re comments to fee examiner order (.1).
05/02/23	Margaret Reiney	2.40	Draft application in lieu of motion re proposed fee examiner (.8); review, revise proposed order re same (1.1); correspond with S. Golden, K&E team re same (.5).
05/03/23	Trevor Eck	0.60	Review, revise Deloitte retention application.
05/03/23	Susan D. Golden	0.20	Telephone conference with proposed fee examiner re same.
05/03/23	Mike James Koch	0.30	Conference with Brown Rudnick re potential party in interest (.1); review, analyze parties in interest list, materials re same (.1); correspond with B. Nakhaimousa, R. Jacobson re same (.1).
05/03/23	Francis Petrie	0.40	Telephone conference with Moelis re redacted potential M&A counterparty issue (.2); correspond with Moelis, Haynes and Boone re same (.2).
05/04/23	Trevor Eck	0.40	Review, revise Deloitte retention application.
05/04/23	Susan D. Golden	0.50	Correspond with Cole Schotz re proposed fee examiner order (.3); telephone conference with Cole Schotz re same (.2).
05/04/23	Brian Nakhaimousa	0.40	Correspond with T. Eck, K&E team, Berkeley Research Group re Deloitte retention application (.2); review, revise same (.2).
05/04/23	Margaret Reiney	0.50	Correspond with Cole Schotz, S. Golden, K&E team re fee examiner considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/23	Margaret Reiney	0.50	Review, revise proposed fee examiner order.
05/08/23	Susan D. Golden	0.40	Review proposed declaration of disinterestedness re fee examiner (.3); correspond with proposed fee examiner, M. Reiney and F. Petrie re same (.1).
05/10/23	Mike James Koch	0.20	Conference with Brown Rudnick re interim fee application filing deadline (.1); conference with M. Reiney re same (.1).
05/11/23	Susan D. Golden	0.20	Telephone conference with M. Reiney re Committee comments to interim fee application schedule.
05/11/23	Rob Jacobson	0.60	Telephone conference with S. Margolis re Moelis interim fee application (.3); telephone conference with Cole Schotz, Moelis re same (.3).
05/11/23	Brian Nakhaimousa	0.40	Correspond with R. Jacobson, T. Eck re Deloitte retention application.
05/11/23	Francis Petrie	0.40	Correspond with M. Reiney, K&E team re finalizing proposed fee examiner schedule and appointment.
05/12/23	Trevor Eck	0.60	Review, analyze Deloitte retention application, schedules (.3); correspond with Deloitte, R. Jacobson, K&E team re same (.3).
05/12/23	Brian Nakhaimousa	0.20	Correspond with T. Eck, R. Jacobson re Deloitte retention application.
05/15/23	Trevor Eck	0.80	Review, revise Deloitte retention application (.6); correspond with B. Nakhaimousa re same (.2).
05/15/23	Trevor Eck	3.50	Review, revise Deloitte retention application schedules re redaction (3.1); correspond with Deloitte, B. Nakhaimousa, K&E team re same (.4).
05/15/23	Brian Nakhaimousa	0.60	Correspond with Deloitte, T. Eck, R. Jacobson re Deloitte retention application.
05/16/23	Trevor Eck	5.10	Review, revise Deloitte retention application (2.8); review, revise schedules re same (1.6); correspond with Deloitte re same (.2); conference with B. Nakhaimousa, K&E team re same (.2); correspond with B. Nakhaimousa, K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/23	Rob Jacobson	2.20	Review, revise Deloitte retention application (1.9); correspond with B. Nakhaimousa re same (.3).
05/16/23	Brian Nakhaimousa	1.80	Review, revise Deloitte retention application (1.0); correspond with T. Eck, R. Jacobson re same (.3); conference with same re same (.2); prepare same for filing (.3).
05/16/23	Francis Petrie	0.40	Review Deloitte retention application (.3); correspond with B. Nakhaimousa re same (.1).
05/17/23	Margaret Reiney	0.70	Review, revise spreadsheet re proposed fee examiner (.4); correspond with S. Golden, K&E team re same (.3).
05/18/23	Mike James Koch	0.30	Correspond with Moelis re parties in interest list, client connection considerations.
05/22/23	Sarah R. Margolis	0.30	Review, analyze Moelis fee application.
05/22/23	Francis Petrie	0.90	Review orders re sealing (.7); correspond with Cole Schotz team re strategy re same (.2).
05/23/23	Rob Jacobson	0.40	Correspond with Haynes and Boone, advisors re supplemental declarations.
05/23/23	Mike James Koch	0.60	Review, revise parties-in-interest list re confidentiality considerations (.4); correspond with R. Jacobson, F. Petrie re same (.2).
05/24/23	Mike James Koch	1.10	Review, revise mediator engagement letter, declaration of disinterestedness (.5); correspond with R. Jacobson, M. Reiney re same (.1); correspond with Berkeley Research Group re supplemental declaration considerations (.1); correspond with Cole Schotz re supplemental declaration, confidentiality considerations (.2); conference with Cole Schotz re same (.2).
05/24/23	Francis Petrie	1.10	Telephone conference with U.S. Trustee re disclosure questions (.4); correspond with M. Reiney, K&E team re same (.7).
05/26/23	Mike James Koch	0.20	Review, analyze non-debtor professional monthly fee statements (.1); correspond with F. Petrie re same (.1).
05/30/23	Mike James Koch	0.60	Draft confidentiality agreement re individual counsel (.4); correspond with F. Petrie, R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/23	Mike James Koch	0.40	Correspond with Berkeley Research Group re supplemental declaration considerations (.1); correspond with Moelis re same (.3).
Total		34.80	

Document Page 292 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082763
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 23,659.00

Total legal services rendered

\$ 23,659.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	8.40	1,455.00	12,222.00
Katherine Karnosh	1.20	935.00	1,122.00
Christine A. Okike, P.C.	1.30	1,850.00	2,405.00
Francis Petrie	0.40	1,295.00	518.00
Anthony Vincenzo Sexton, P.C.	4.40	1,680.00	7,392.00
TOTALS	15.70		\$ 23,659.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Anthony Vincenzo Sexton, P.C.	0.20	Review plan re tax considerations.
05/05/23	Steven M. Cantor	0.70	Review plan re tax considerations.
05/05/23	Katherine Karnosh	0.20	Telephone conference with S. Cantor, A. Sexton, Deloitte re outstanding diligence requests, work progression, timeline.
05/05/23	Anthony Vincenzo Sexton, P.C.	0.60	Telephone conference with Company and Deloitte re status of tax analysis (.2); correspond with C. Okike, K&E team re plan and disclosure statement issues (.4).
05/06/23	Steven M. Cantor	3.50	Review, revise disclosure statement re tax considerations (1.5); review, revise plan re tax considerations (2.0).
05/08/23	Steven M. Cantor	0.70	Review, revise disclosure statement re tax considerations (.2); telephone conference with Berkeley Research Group re intercompany accounts (.5).
05/08/23	Katherine Karnosh	0.40	Telephone conference with S. Cantor, K&E team, Berkeley Research Group re intercompany liability netting.
05/08/23	Christine A. Okike, P.C.	0.70	Correspond with A. Sexton re tax matters (.5); telephone conference with Berkeley Research Group re same (.2).
05/08/23	Francis Petrie	0.40	Correspond with Berkeley Research Group re intercompany treatment (.2); review supporting materials re same (.2).
05/08/23	Anthony Vincenzo Sexton, P.C.	1.00	Review, analyze plan re re intercompany considerations.
05/10/23	Steven M. Cantor	1.50	Review, revise plan re tax considerations.
05/11/23	Steven M. Cantor	0.50	Review, revise disclosure statement re tax considerations.
05/11/23	Anthony Vincenzo Sexton, P.C.	0.20	Review, revise disclosure statement re tax considerations.
05/12/23	Steven M. Cantor	0.50	Correspond with Company, Ernst & Young re tax issues.
05/12/23	Katherine Karnosh	0.20	Telephone conference with Company, Deloitte, S. Cantor, Company re tax return considerations.
05/12/23	Anthony Vincenzo Sexton, P.C.	0.50	Review, analyze issues re plan tax analysis.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/23	Steven M. Cantor	0.40	Telephone conference with Company and Ernst & Young re tax issues.
05/16/23	Katherine Karnosh	0.40	Review, analyze plan, disclosure statement re tax considerations.
05/16/23	Anthony Vincenzo Sexton, P.C.	0.50	Review, analyze issues re plan tax analysis.
05/25/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with SEC re plan tax issues.
05/30/23	Steven M. Cantor	0.60	Telephone conference with Joint Provisional Liquidators, Faegre Drinker, Walkers, A. Sexton, K&E team re Bermuda tax issues.
05/30/23	Christine A. Okike, P.C.	0.60	Telephone conference with Joint Provisional Liquidators, Faegre Drinker, Walkers, S. Cantor, K&E teams re international tax implications.
05/30/23	Anthony Vincenzo Sexton, P.C.	1.00	Telephone conference with Ernst & Young re plan tax analysis (.6); review, revise plan, disclosure statement re same (.4).
Total		15.70	

Document Page 296 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082764
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 29,490.50

Total legal services rendered

\$ 29,490.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	7.40	1,155.00	8,547.00
Francis Petrie	1.90	1,295.00	2,460.50
Michael B. Slade	8.20	1,855.00	15,211.00
Josh Sussberg, P.C.	1.60	2,045.00	3,272.00
TOTALS	19.10		\$ 29,490.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Rob Jacobson	2.70	Travel from Chicago, IL to New York, NY for May 8 hearing on wallet withdrawal relief (billed at half time).
05/07/23	Michael B. Slade	1.30	Travel from New York, NY to Trenton, NJ for May 8 hearing re wallet withdrawal relief (billed at half time).
05/08/23	Rob Jacobson	1.00	Travel from New York, NY to Trenton, NJ for May 8 hearing on wallet withdrawal relief (billed at half time).
05/08/23	Rob Jacobson	1.20	Travel from Trenton, NJ to New York, NY re May 8 hearing on wallet withdrawal relief (billed at half time).
05/08/23	Francis Petrie	1.90	Travel from New York, NY to Trenton, NJ for May 8 hearing on wallet withdrawal relief (1.2) (billed at half time); return travel from Trenton, NJ to New York, NY re same (.7) (billed at half time).
05/08/23	Michael B. Slade	0.70	Travel from Trenton, NJ to New York, NY for May 8 hearing re wallet withdrawal relief (billed at half time).
05/09/23	Rob Jacobson	2.50	Travel from New York, NY to Chicago, IL from May 8 hearing re wallet withdrawal relief (billed at half time).
05/09/23	Michael B. Slade	1.00	Travel from New York, NY to Chicago, IL from May 8 hearing re wallet withdrawal relief (billed at half time).
05/16/23	Michael B. Slade	0.90	Travel from Chicago, IL to New York, NY for May 18 hearing (billed at half time).
05/18/23	Michael B. Slade	1.70	Travel from New York, NY Trenton, NJ for May 18 hearing (.5) (billed at half time); travel from Trenton, NJ to Chicago, IL for May 18 hearing (1.2) (billed at half time).
05/18/23	Josh Sussberg, P.C.	1.60	Travel from New York, NY to Trenton, NJ for May 18 chambers conference and hearing (.8) (billed at half time); travel from Trenton, NJ to New York, NY re same (.8) (billed at half time).
05/29/23	Michael B. Slade	1.30	Travel from Chicago, IL to New York, NY for conferences with Company (billed at half time).

Legal Services for the Period Ending May 31, 2023

Invoice Number:

1050082764

BlockFi Inc.

Matter Number:

54119-23

Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL for conferences with Company (billed at half time).
Total		19.10	

Document Page 300 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082765
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 8,402.50

Total legal services rendered

\$ 8,402.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	2.90	1,155.00	3,349.50
Mike James Koch	2.60	735.00	1,911.00
Sarah R. Margolis	2.10	995.00	2,089.50
Brian Nakhaimousa	0.50	995.00	497.50
Christine A. Okike, P.C.	0.30	1,850.00	555.00
TOTALS	8.40		\$ 8,402.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Brian Nakhaimousa	0.50	Correspond with T. Eck, R. Jacobson re working group list re fee examiner (.3); review, revise same (.2).
05/17/23	Sarah R. Margolis	0.10	Correspond with S. Otero, M. Reiney re fee examiner request.
05/22/23	Rob Jacobson	2.90	Review, comment on multiple monthly operating reports (2.5); correspond with S. Margolis, Cole Schotz, Berkeley Research Group, Haynes and Boone re same (.3); correspond with Cole Schotz team re filing of same (.1).
05/22/23	Mike James Koch	2.60	Review, revise monthly operating reports (1.7); correspond with S. Margolis, R. Jacobson re same (.2); conference with S. Margolis, Berkeley Research Group re monthly operating report considerations (.5); correspond with R. Jacobson, S. Margolis re same (.2).
05/22/23	Sarah R. Margolis	2.00	Review, analyze monthly operating reports (1.0); correspond with R. Jacobson, M. Koch re same (.6); telephone conference with Berkeley Research Group re monthly operating report (.4).
05/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with U.S. Trustee, Brown Rudnick, Haynes and Boone and K&E team re sealing of UCC report.
Total		8.40	

Document Page 303 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082766
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 61,532.50

Total legal services rendered

\$ 61,532.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	15.20	1,605.00	24,396.00
Kelsey Bleiweiss	11.50	1,245.00	14,317.50
Megan Bowsher	0.70	395.00	276.50
Megan Buenviaje	1.80	475.00	855.00
Meghan E. Guzaitis	1.70	550.00	935.00
Ricardo Guzman	10.50	475.00	4,987.50
Christine A. Okike, P.C.	4.50	1,850.00	8,325.00
Alex D. Pappas	6.80	985.00	6,698.00
Michael B. Slade	0.40	1,855.00	742.00
TOTALS	53.10		\$ 61,532.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Kelsey Bleiweiss	0.20	Correspond with M. Buenviaje re document production issues.
05/01/23	Kelsey Bleiweiss	0.20	Telephone conference with M. Buenviaje, K&E team re document production collection re regulatory issues.
05/01/23	Megan Buenviaje	1.40	Review workflow parameters and searches re document production (.6); conference with K. Bleiweiss, K&E team re production status (.6); review, revise logs re process documentation and tracking re regulatory considerations (.2).
05/01/23	Ricardo Guzman	0.50	Correspond with M. Buenviaje, K&E team, Deloitte re production updates and quality control process re regulatory issues.
05/02/23	Bob Allen, P.C.	1.00	Correspond with K. Bleiweiss re document production re regulatory issues (.1); conference with A. Pappas re CFTC presentation (.1); conference with Company re same (.2); analyze underlying solvency documents and materials re same (.6).
05/02/23	Kelsey Bleiweiss	1.50	Review documents for production re regulatory considerations.
05/02/23	Ricardo Guzman	1.50	Analyze document selection re production re regulatory issues (1.0); coordinate with Deloitte re collection process re same (.3); correspond with K. Bleiweiss, K&E team re updates re same (.2).
05/02/23	Alex D. Pappas	0.20	Review and analyze regulatory documentation re privilege considerations.
05/02/23	Alex D. Pappas	0.20	Conference with B. Allen re CFTC talking points.
05/03/23	Bob Allen, P.C.	0.30	Conference with M. Slade re federal regulatory investment considerations (.2); correspond with M. Slade re same (.1).
05/03/23	Kelsey Bleiweiss	0.20	Correspond with R. Guzman re document production re regulatory issues.
05/03/23	Ricardo Guzman	1.30	Analyze documents produced re regulatory issues re quality control considerations (.8); correspond with K. Bleiweiss re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Christine A. Okike, P.C.	0.30	Telephone conference with SEC, B. Allen, and K&E team re regulatory matters.
05/03/23	Alex D. Pappas	1.00	Review and analyze Company communications re privilege and regulatory considerations.
05/04/23	Bob Allen, P.C.	0.90	Conference with California, Texas, and Alabama regulators re regulatory considerations (.4); prepare for conference re same (.3); conference with M. Nonaka re same (.1); correspond with Company re same (.1).
05/04/23	Kelsey Bleiweiss	1.60	Review documents for production re regulatory considerations.
05/04/23	Ricardo Guzman	2.50	Analyze document productions re regulatory materials (1.7); correspond with Deloitte re same (.3); correspond with K. Bleiweiss re same (.5).
05/04/23	Alex D. Pappas	0.40	Conference with state regulators and B. Allen re regulatory issues.
05/05/23	Bob Allen, P.C.	1.10	Conference with state regulators re regulatory questions (.8); conference with A. Pappas re same (.1); review production letters re various regulatory productions (.1); correspond with K. Bleiweiss re same (.1).
05/05/23	Ricardo Guzman	1.00	Analyze document selection for production re regulatory issues (.6); correspond with Deloitte re production process re same (.2); correspond with K. Bleiweiss, K&E team re same (.2).
05/05/23	Alex D. Pappas	0.40	Conference with B. Allen, K&E team re California regulators' requests.
05/07/23	Bob Allen, P.C.	1.50	Review and analyze underlying factual materials re CFTC requests.
05/07/23	Ricardo Guzman	0.10	Correspond with Deloitte re production process and updates re regulatory productions.
05/08/23	Bob Allen, P.C.	0.60	Telephone conference with office of the federal court of the Southern District of New York re regulatory document requests.
05/08/23	Kelsey Bleiweiss	2.50	Serve productions re internal Company communications to regulators.
05/08/23	Meghan E. Guzaitis	1.10	Produce documents to CFTC, SEC, and Southern District of New York.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company, plan administrator, McDermott, Paul Hastings and F. Petrie, K&E team re SEC matters (.8); telephone conference with J. Dermont re same (.1).
05/08/23	Alex D. Pappas	0.40	Draft talking points re California regulatory considerations.
05/09/23	Megan Bowsher	0.30	Review production to SEC (.2); revise production tracker (.1).
05/09/23	Megan Bowsher	0.40	Review productions to CFTC (.2); revise production tracker (.2).
05/09/23	Ricardo Guzman	0.80	Analyze production of documents and quality control process re regulatory materials (.5); correspond with K. Bleiweiss re same (.3).
05/09/23	Alex D. Pappas	1.60	Draft talking points for California regulators re inquiries.
05/11/23	Bob Allen, P.C.	0.70	Telephone conference with N. Roos re regulatory considerations (.1); correspond with M. Slade, Company re same (.3); telephone conference with J. Mayers re same (.3).
05/12/23	Kelsey Bleiweiss	0.70	Produce documents re response to CFTC subpoena.
05/12/23	Kelsey Bleiweiss	0.30	Analyze outstanding document collection and production re regulatory issues.
05/15/23	Bob Allen, P.C.	1.60	Conference with Company, witness, M. Slade re Department of Justice witness request (.6); review background report, related materials re FTX interactions (1.0).
05/15/23	Megan Buenviaje	0.40	Conference with K. Bleiweiss, K&E team re workflow status.
05/16/23	Bob Allen, P.C.	0.30	Conference with Company re regulatory matters updates.
05/16/23	Kelsey Bleiweiss	1.90	Analyze outstanding document production and collection issues re regulatory matters.
05/17/23	Bob Allen, P.C.	1.50	Correspond with K. Bleiweiss re CFTC production and review of analysis of related documents.
05/17/23	Kelsey Bleiweiss	0.60	Analyze document production issues re regulatory production.
05/18/23	Kelsey Bleiweiss	0.40	Correspond with B. Allen re document production issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/23	Alex D. Pappas	0.80	Review, revise summary re potential supplemental CFTC production.
05/19/23	Kelsey Bleiweiss	0.10	Conference with M. Slade re document production re regulatory matters.
05/19/23	Kelsey Bleiweiss	0.40	Analyze outstanding document production issues re regulatory matters.
05/19/23	Christine A. Okike, P.C.	0.80	Telephone conference with SEC re plan.
05/22/23	Kelsey Bleiweiss	0.10	Conference with M. Buenviaje, K&E team re regulatory-related document production issues.
05/22/23	Kelsey Bleiweiss	0.20	Correspond with M. Buenviaje re document production issues.
05/22/23	Christine A. Okike, P.C.	1.40	Analyze SEC plan issues (.3); correspond with Company re same (.4); telephone conference with M. Pacey, K&E team re same (.7).
05/23/23	Bob Allen, P.C.	0.40	Correspond with CFTC re 3AC requests (.2); correspond with Company re same (.2).
05/25/23	Bob Allen, P.C.	1.60	Revise talking points re state regulator issues (.4); review materials re preparation re conference re BPY questions (.5); analyze document production re CFTC searches (.3); conference with CFTC re 3AC (.3); correspond with Company re same (.1).
05/25/23	Kelsey Bleiweiss	0.20	Correspond with R. Guzman re regulatory document production issues.
05/25/23	Ricardo Guzman	0.30	Correspond with K. Bleiweiss re production process re regulatory documents.
05/25/23	Christine A. Okike, P.C.	1.10	Telephone conference with SEC re regulatory matters.
05/25/23	Alex D. Pappas	0.20	Review talking points re California regulatory issues.
05/26/23	Bob Allen, P.C.	2.20	Revise production letter re CFTC production (1.1); conference with California, Texas, and Alabama state regulators (.4); review materials re preparation re same (.4); correspond with Company re same (.1); correspond with Company re Department of Justice request (.2).
05/26/23	Kelsey Bleiweiss	0.40	Analyze correspondence re document production to CFTC.
05/26/23	Meghan E. Guzaitis	0.60	Produce documents to CFTC.

Legal Services for the Period Ending May 31, 2023

Invoice Number:

1050082766

BlockFi Inc.

Matter Number:

54119-25

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/23	Alex D. Pappas	0.10	Correspond with K. Bleiweiss re regulatory-related document production letter.
05/26/23	Alex D. Pappas	0.80	Review materials re preparation re state regulators presentation.
05/26/23	Alex D. Pappas	0.30	Presentation to state regulators re spreadsheet.
05/27/23	Michael B. Slade	0.40	Correspond with Department of Justice staff re related ongoing matter.
05/30/23	Bob Allen, P.C.	0.30	Correspond with M. Slade re FTX requests.
05/30/23	Ricardo Guzman	2.00	Correspond with M. Guzaitis and M. Bowsher re search analysis re regulatory document production.
05/31/23	Bob Allen, P.C.	1.20	Conference with Company re state regulator requests (.5); conference with witness, counsel re Department of Justice requests (.5); review materials re preparation re same (.2).
05/31/23	Ricardo Guzman	0.50	Correspond with M. Guzaitis and M. Bowsher re search analysis re regulatory documents.
05/31/23	Alex D. Pappas	0.40	Conference with Company re regulatory issues, considerations.
Total		53.10	

Document Page 310 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082767
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 191,837.00

Total legal services rendered

\$ 191,837.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	1.80	1,605.00	2,889.00
Kelsey Bleiweiss	0.40	1,245.00	498.00
Cade C. Boland	4.20	985.00	4,137.00
Megan Bowsher	11.90	395.00	4,700.50
Megan Buenviaje	0.40	475.00	190.00
Julia R. Foster	0.50	480.00	240.00
Meghan E. Guzaitis	4.60	550.00	2,530.00
Abbie Holtzman	5.40	295.00	1,593.00
Richard U. S. Howell, P.C.	14.90	1,620.00	24,138.00
Casey McGushin	30.90	1,415.00	43,723.50
Alex D. Pappas	2.60	985.00	2,561.00
Francis Petrie	0.70	1,295.00	906.50
Molly Portwood	9.10	295.00	2,684.50
Michael B. Slade	48.40	1,855.00	89,782.00
Josh Sussberg, P.C.	2.40	2,045.00	4,908.00
Katie J. Welch	5.60	1,135.00	6,356.00
TOTALS	143.80		\$ 191,837.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Bob Allen, P.C.	1.70	Review and analyze documents re social media and solvency considerations (1.6); correspond with A. Pappas re same (.1).
05/01/23	Richard U. S. Howell, P.C.	1.00	Telephone conference with C. McGushin, K&E team re investigation (.6); correspond with M. Slade and C. McGushin re same (.4).
05/01/23	Casey McGushin	2.90	Conference with independent director and solvency expert re investigation (1.5); conference with M. Slade re same (.2); review, revise investigation report (1.2).
05/01/23	Michael B. Slade	1.60	Telephone conference with witness re investigation (.5); analyze memorandum re investigation (1.1).
05/02/23	Bob Allen, P.C.	0.10	Telephone conference with M. Slade re investigation.
05/02/23	Richard U. S. Howell, P.C.	1.70	Review draft investigation report.
05/03/23	Richard U. S. Howell, P.C.	2.30	Review investigation report (1.3); conference with C. McGushin, M. Slade, Company re same (1.0).
05/03/23	Casey McGushin	3.80	Review investigation materials re preparation for conference with Company (.6); conference with M. Slade and R. Howell re investigation (.6); conference with M. Slade, Company re investigation regulatory issues (.6); review, revise investigation report (2.0).
05/03/23	Michael B. Slade	3.20	Telephone conference with witness re investigation facts (.5); telephone conference with Company, C. McGushin, K&E team re investigation (1.0); analyze investigation report (1.7).
05/04/23	Richard U. S. Howell, P.C.	2.70	Review materials re UCC investigation (.3); conference with C. McGushin, K&E team re special committee investigation (1.0); review materials re special committee investigation (.8); correspond with M. Slade and C. McGushin re open investigation, litigation issues (.6).
05/04/23	Casey McGushin	3.50	Review, revise investigation report (1.8); conference with Company re investigation (1); analyze claim valuation re investigation considerations (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/23	Alex D. Pappas	1.80	Draft talking points re social media communications.
05/04/23	Michael B. Slade	3.70	Conference with witnesses re investigation considerations (.4); analyze investigation report (3.3).
05/05/23	Casey McGushin	1.60	Conference with R. Howell and M. Slade re investigation (.4); review and analyze potential claims re investigation (.5); correspond with Company re same (.4); review, revise letter re same potential claims (.3).
05/06/23	Michael B. Slade	3.10	Review, revise talking points re wallet withdrawal motion hearing.
05/07/23	Casey McGushin	1.40	Review, revise talking points re investigation (.5); review, revise report re investigation (.9).
05/08/23	Richard U. S. Howell, P.C.	0.40	Review materials re special investigation (.3); correspond with C. McGushin re investigation updates from Company (.1).
05/08/23	Casey McGushin	2.40	Conference with Company re investigation (.2); review, revise talking points re for conference with UCC (1.4); correspond with Company employees of interest re re investigation, settlement (.8).
05/08/23	Alex D. Pappas	0.80	Draft talking points re Company employee tweet.
05/08/23	Francis Petrie	0.70	Review document re investigation report.
05/08/23	Michael B. Slade	0.40	Conference with counsel for subpoena party re investigation matter.
05/08/23	Katie J. Welch	0.50	Review and revise demand letters re investigation matters.
05/09/23	Casey McGushin	1.20	Review, revise letters re potential settlement of claims re investigation.
05/09/23	Michael B. Slade	2.90	Conference with UCC re investigation (2.1); conference with Haynes Boone re investigation matters (.8).
05/09/23	Josh Sussberg, P.C.	1.40	Conference with Brown Rudnick, M. Slade, C. Okike, Brown Rudnick re investigation and next steps (1.0); correspond with M. Slade and Brown Rudnick re same (.3); conference with C. Okike re same (.1).
05/10/23	Richard U. S. Howell, P.C.	0.20	Correspond with C. McGushin re special committee investigation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/23	Casey McGushin	3.30	Conference with M. Slade, Company re investigation (.5); review, revise investigation report (1.3); conference with M. Slade re investigation (.2); research issues re potential claims in investigation (1.2); conference with K. Welch re investigation (.1).
05/10/23	Michael B. Slade	2.00	Telephone conference with C. McGushin, Company re investigation (.5); conference with opposing counsel re same (.8); conference with C. McGushin re investigation matters (.4); review, revise letter re investigation (.3).
05/10/23	Katie J. Welch	1.30	Research estate claims for breach of fiduciary duty (.7); draft summary of same (.6).
05/11/23	Richard U. S. Howell, P.C.	0.90	Review materials re special committee investigation (.6); correspond with M. Slade and C. McGushin re same (.3).
05/11/23	Casey McGushin	1.50	Draft and revise investigative report.
05/11/23	Michael B. Slade	1.50	Review, revise letter re investigation (.5); conference with Company re same (1.0).
05/12/23	Casey McGushin	2.00	Review, revise investigation report.
05/15/23	Casey McGushin	1.50	Review, revise investigation report.
05/15/23	Michael B. Slade	1.50	Conference with counsel for witnesses re investigation matters (.6); conference with C. Okike and F. Petrie re investigation next steps (.4); telephone conference with Southern District of New York staff re request for cooperation in Southern District of New York matters (.5).
05/17/23	Kelsey Bleiweiss	0.40	Conference with B. Allen, K&E team re case status.
05/17/23	Cade C. Boland	1.10	Conference with M. Slade, K&E team re investigation issues (.4); draft discovery requests re public statements re same (.7).
05/17/23	Casey McGushin	0.40	Conference with M. Slade, K&E team re investigation.
05/17/23	Michael B. Slade	0.40	Conference with C. McGushin, R. Howell, C. Boland re investigation.
05/17/23	Katie J. Welch	0.70	Conference with M. Slade, K&E team re investigation memorandum and action items.
05/18/23	Richard U. S. Howell, P.C.	0.20	Review materials re special committee investigation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/23	Casey McGushin	0.60	Review and revise draft investigation report.
05/18/23	Michael B. Slade	3.20	Review case law re solicitation (1.8); attend chambers conference and hearing re issues re same (1.4).
05/19/23	Michael B. Slade	1.20	Correspond with C. Okike, K&E team re UCC report re investigation (.6); review report and related materials re same (.6).
05/22/23	Megan Buenviaje	0.40	Conference with K. Bleiweiss, K&E team re workflow status.
05/22/23	Richard U. S. Howell, P.C.	1.10	Review, revise special committee report (.8); review materials re same (.3).
05/22/23	Michael B. Slade	3.60	Review, revise special committee report.
05/23/23	Richard U. S. Howell, P.C.	0.90	Review special committee report (.7); correspond with C. McGushin re special committee investigation (.2).
05/23/23	Michael B. Slade	3.90	Review, revise special committee report (3.0); review documents re same (.9).
05/24/23	Richard U. S. Howell, P.C.	0.70	Correspond with M. Slade, C. McGushin, Company re special committee report.
05/25/23	Julia R. Foster	0.50	Research precedent re seal orders.
05/25/23	Richard U. S. Howell, P.C.	1.20	Review materials re special committee investigation and report.
05/25/23	Casey McGushin	2.70	Review, revise investigation report inserts (1.9); conference with M. Slade, K&E team, Company re factual issues raised in UCC report (.8).
05/25/23	Michael B. Slade	5.40	Review special committee report (3.8); revise same (1.0); telephone conference with Vogel and follow up re same (.6).
05/26/23	Casey McGushin	0.80	Conference with M. Slade and counsel to Joint Provisional Liquidators re investigation.
05/27/23	Michael B. Slade	0.40	Telephone conference with witness counsel re investigation matters.
05/29/23	Meghan E. Guzaitis	0.70	Compile production documents cited in Special Committee brief.
05/29/23	Michael B. Slade	2.10	Review and revise special committee report.
05/30/23	Cade C. Boland	3.10	Correspond with R. Howell, K&E team re investigation report (.3); revise special investigation report (2.8).
05/30/23	Megan Bowsher	11.90	Review, revise Special Committee investigation report.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/23	Meghan E. Guzaitis	3.10	Compile production documents cited in Special Committee brief to aid team with cite check (2.3); correspond with R. Guzman, K&E team re cite check and various non produced documents re same (.8)
05/30/23	Abbie Holtzman	5.40	Review, revise Special Committee investigation report.
05/30/23	Richard U. S. Howell, P.C.	1.60	Review materials re committee investigation and special committee investigation (1.3); conference with C. Boland, K&E team re same (.3).
05/30/23	Casey McGushin	1.30	Revise investigation report.
05/30/23	Molly Portwood	9.10	Review memorandum re Special Committee findings.
05/30/23	Michael B. Slade	4.70	Conference with K. Welch, K&E team re investigation report (.3); telephone conference with J. Sussberg, K&E team re factual clarifications re same (.6); review special committee report (3.8).
05/30/23	Josh Sussberg, P.C.	1.00	Review investigation report (.9); conference with M. Slade re insurance status re same (.1).
05/30/23	Katie J. Welch	1.00	Review witness interviews re investigative report.
05/30/23	Katie J. Welch	0.30	Conference with M. Slade and K&E team re investigative report.
05/30/23	Katie J. Welch	1.80	Review investigative report.
05/31/23	Meghan E. Guzaitis	0.80	Review privilege documents cited in Special Committee brief.
05/31/23	Michael B. Slade	3.60	Review, revise special committee report (3.4); conference with C. McGushin, K&E team re same (.2).
Total		143.80	

Document Page 317 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082769
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 5,791.50

Total legal services rendered

\$ 5,791.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	3.20	735.00	2,352.00
Rob Jacobson	1.50	1,155.00	1,732.50
Sarah R. Margolis	0.80	995.00	796.00
Isabella J. Paretti	0.60	735.00	441.00
Jimmy Ryan	0.30	885.00	265.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	6.50		\$ 5,791.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/23	Jimmy Ryan	0.30	Telephone conference with creditor re creditor inquiries.
05/16/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie and C. Okike re creditor FAQs.
05/17/23	Trevor Eck	0.40	Conference and correspond with J. Ryan, K&E team re creditor inquiries.
05/17/23	Isabella J. Paretti	0.60	Conference with S. Margolis, K&E team re creditor inquiries (.2); draft inquiry summary re same (.4).
05/18/23	Trevor Eck	0.30	Correspond with R. Jacobson, K&E team, Kroll re creditor inquiries.
05/18/23	Rob Jacobson	1.50	Review, comment on proposed responses to creditor inquiries.
05/19/23	Trevor Eck	0.80	Correspond with R. Jacobson, K&E team, and creditors re creditor inquiries.
05/30/23	Trevor Eck	0.50	Draft responsive correspondence re pro se creditor inquiries.
05/30/23	Sarah R. Margolis	0.50	Telephone conference with claimant re attempted wire transactions (.2); review creditor inquiries correspondences (.1); correspond with T. Eck re same (.1); correspond with HB, J. Ryan re creditor inquiries (.1).
05/31/23	Trevor Eck	1.20	Draft responsive correspondence re creditor inquiries (.6); review, revise creditor inquiry summary re same (.3); correspond with R. Jacobson, K&E team, Kroll, pro se creditor inquiries (.3).
05/31/23	Sarah R. Margolis	0.30	Review, revise creditor inquiries (.2); correspond with T. Eck re same (.1).
Total		6.50	

Document Page 320 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082770

Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through May 31, 2023
(see attached Description of Legal Services for detail)

\$ 255,700.00

Total legal services rendered

\$ 255,700.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	87.10	1,155.00	100,600.50
Sarah R. Margolis	2.70	995.00	2,686.50
Christine A. Okike, P.C.	11.00	1,850.00	20,350.00
Isabella J. Paretti	34.30	735.00	25,210.50
Francis Petrie	46.80	1,295.00	60,606.00
Michael B. Slade	24.60	1,855.00	45,633.00
Josh Sussberg, P.C.	0.30	2,045.00	613.50
TOTALS	206.80		\$ 255,700.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Rob Jacobson	8.20	Draft presentation for wallet withdrawal hearing (3.5); conference with M. Slade, Company re deposition preparations (2.0); draft talking points re wallet withdrawal hearing (.7); review, revise wallet withdrawal hearing presentation (1.5); conference with I. Paretti, S. Margolis re wallet relief updates, next steps (.5).
05/01/23	Sarah R. Margolis	0.30	Conference with I. Paretti, R. Jacobson re wallet pleadings.
05/01/23	Christine A. Okike, P.C.	2.00	Telephone conference with Company and K&E team re Wallet litigation.
05/01/23	Isabella J. Paretti	4.40	Review, revise summary re work in process re wallet withdrawal hearing preparation (.2); conference with R. Jacobson, S. Margolis re same (.2); conference with M. Slade, K&E team, Company re deposition preparation re same (2.4); research re rule 2019 re same (.2); review company diligence re same (.4); review, revise declaration re same (.7); correspond with M. Slade re same (.1); correspond with F. Petrie re same (.2).
05/01/23	Francis Petrie	4.70	Telephone conference with A. Cheela, M. Slade, and K&E team re deposition preparation (1.9); correspond with M. Slade, K&E team re wallet strategy (.4); review draft evidence re same (.5); correspond with R. Jacobson re same (.2); correspond with Company re interest calculation (.4); review schedules re same (.3); revise Cheela declaration and correspond with M. Slade, I. Paretti re same (1.0).
05/01/23	Michael B. Slade	2.90	Telephone conference with Company, witness, R. Jacobson, K&E team re wallet deposition.
05/01/23	Michael B. Slade	0.80	Review, revise stipulation re wallet-related issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/23	Rob Jacobson	7.50	Review, revise amended Cheela declaration (1.5); telephone conference with I. Paretti, S. Margolis re same (.5); review, revise hearing presentation re wallet withdrawal relief (.6); attend deposition of A. Cheela re wallet withdrawal relief (3.3); prepare for same (.4); correspond with M. Slade, K&E team re deposition follow up (.6); coordinate filing of amended declaration (.6).
05/02/23	Sarah R. Margolis	0.10	Telephone conference with I. Paretti, R. Jacobson re works in process, wallet deposition, and hearing.
05/02/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company and F. Petrie, K&E team re Wallet.
05/02/23	Isabella J. Paretti	6.80	Conference with M. Slade, K&E team, Company re wallet withdrawal hearing preparation (1.3); conference with R. Jacobson, S. Margolis re same (.3); correspond with R. Jacobson, S. Margolis re same (.1); review, revise summary re work in process re same (.2); review, revise amended declaration re wallet withdrawal motion (.7); conference with Cole Schotz re same (.2); correspond with Cole Schotz re same (.3); conference with R. Jacobson re same (.1); correspond with R. Jacobson re same (.3); conference with ad hoc committee of wallet holders, Company, M. Slade, K&E team, Haynes and Boone re deposition re same (3.3).
05/02/23	Francis Petrie	3.80	Telephone conference with A. Cheela re deposition preparation (.4); attend deposition of A. Cheela (3.1); correspond with R. Jacobson re wallet issues (.3).
05/02/23	Michael B. Slade	4.80	Review wallet materials re deposition preparation (.5); conference with witness, R. Jacobson, K&E team re same (.6); defend deposition of witness re wallet motion (2.5); telephone conference with opposing counsel re amendments to wallet declaration (.9); conference with UCC re same (.3).
05/03/23	Rob Jacobson	3.90	Review, revise wallet presentation.
05/03/23	Isabella J. Paretti	0.60	Correspond with R. Jacobson re exhibit re wallet withdrawal motion related pleading (.2); review pleadings re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Francis Petrie	3.70	Conference with R. Jacobson, M. Slade re wallet hearing, responsive pleadings, deposition (.5); correspond with R. Jacobson, M. Slade re wallet hearing, responsive pleadings, deposition (3.2).
05/04/23	Rob Jacobson	14.40	Review, revise hearing presentation re wallet withdrawal relief (1.4); conference with M. Slade, F. Petrie re same (.5); review, revise wallet withdrawal presentation (1.7); review, analyze terms of service, diligence materials, declaration, reply re same (1.9); review, revise wallet withdrawal hearing presentation re same (3.9); draft summary materials re wallet withdrawal relief (.4); review, revise wallet hearing presentation deck re comments from F. Petrie (4.5); correspond with M. Slade re same (.1).
05/04/23	Isabella J. Paretti	0.90	Correspond with M. Slade re wallet withdrawal motion (.2); conference with R. Jacobson re same (.2); review pleadings re same (.5).
05/04/23	Francis Petrie	4.60	Telephone conference with M. Slade re wallet hearing preparation and materials (1.0); conferences with R. Jacobson, I. Paretti re hearing preparation and materials (3.6).
05/04/23	Michael B. Slade	1.40	Review, revise wallet stipulation.
05/04/23	Michael B. Slade	0.60	Review wallet materials for hearing.
05/05/23	Rob Jacobson	12.30	Review, analyze ad hoc committee brief re wallet relief (1.0); review, analyze case law re same (.6); review, revise wallet withdrawal hearing presentation re same (1.2); telephone conference with M. Slade re same (.4); prepare for same (.1); revise hearing presentation re M. Slade feedback (3.5); telephone conference with M. Slade, Company re witness hearing prep (1.0); review, comment on draft fact stipulations (.9); review, revise wallet withdrawal hearing presentation slides (3.6).
05/05/23	Sarah R. Margolis	2.30	Draft witness and exhibit list re wallet hearing (1.9); review precedent re same (.2); correspond with R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/23	Christine A. Okike, P.C.	2.10	Telephone conference with M. Slade, K&E team re Wallet hearing (.6); telephone conference with Company and K&E team re same (1.5).
05/05/23	Isabella J. Paretti	7.10	Review ad hoc committee of wallet holders' pleading re wallet withdrawal motion (1.8); correspond with R. Jacobson re same (.1); conference with M. Slade, K&E team re hearing preparation re same (1.0); conference with M. Slade, K&E team, company re same (2.3); review, revise stipulated facts re same (1.5); correspond with R. Jacobson re same (.2); conference with R. Jacobson re same (.2).
05/05/23	Francis Petrie	4.00	Telephone conference with M. Slade re wallet hearing materials (.4); telephone conference with A. Cheela, M. Slade, K&E team re wallet motion and hearing content (.9); correspond with R. Jacobson, K&E team re hearing materials and final evidence (1.2); finalize hearing materials (1.5).
05/05/23	Michael B. Slade	2.60	Conference with R. Jacobson, K&E team re wallet withdrawal motion presentation (.4); review, revise talking points re wallet withdrawal relief (2.2).
05/05/23	Michael B. Slade	1.50	Conference with witness, R. Jacobson, K&E team re wallet motion hearing.
05/05/23	Michael B. Slade	1.10	Review, revise proposed fact stipulation re wallet.
05/06/23	Rob Jacobson	8.10	Review, revise stipulations re wallet withdrawal relief (2.1); review, revise wallet hearing presentation (3.7); correspond with M. Slade, company re wallet withdrawal presentation (.2); review, revise presentation re citations to Cheela Declaration (2.1).
05/06/23	Isabella J. Paretti	1.20	Conference with R. Jacobson re wallet withdrawal motion stipulated facts (.2); correspond with M. Slade, K&E team re same (.2); review, revise same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/23	Francis Petrie	4.70	Conferences with R. Jacobson re wallet hearing (1.0); correspond with R. Jacobson and K&E team re materials for hearing, stipulations (1.2); review same (2.0); correspond with Company, M. Slade re same (.5).
05/07/23	Rob Jacobson	15.30	Review, revise wallet hearing presentation (3.9); telephone conference with A. Cheela re same (.3); telephone conferences with M. Slade re same (.5); review, compile wallet withdrawal exhibits, declarations, stipulated facts for hearing (3.4); review, revise wallet stipulated facts (.9); review, comments on exhibits re same (1.7); coordinate filing of same (.7); review, revise agenda for wallet hearing (1.2); review, revise proposed order re wallet withdrawal relief (1.4); draft board update re wallet withdrawal relief and related hearing (1.3).
05/07/23	Christine A. Okike, P.C.	0.80	Telephone conference with Troutman and F. Petrie, K&E teams re Wallet stipulation of facts (.5); telephone conference with J. Sussberg and M. Slade re Wallet hearing (.3).
05/07/23	Isabella J. Paretti	11.80	Analyze pleadings re wallet withdrawal motion (2.1); conference with R. Jacobson re same (.2); conferences with F. Petri, R. Jacobson re same (3.0); review, analyze exhibits re stipulated facts re same (3.0); prepare for hearing re same (3.5).
05/07/23	Francis Petrie	7.20	Review documents for wallet hearing (2.0); telephone conferences with M. Slade, A. Cheela, R. Jacobson re stipulations (1.0); review stipulations (.5); review agenda and arrange for filing (.5); conferences with I. Paretti, R. Jacobson re hearing preparation (3.2).
05/07/23	Michael B. Slade	3.30	Conference with opposing counsel re wallet (.5); review, revise talking points re wallet withdrawal motion (2.8).
05/08/23	Rob Jacobson	1.50	Prepare for wallet withdrawal hearing.
05/08/23	Isabella J. Paretti	1.50	Prepare pleadings and related materials re wallet withdrawal hearing (1.3); conference with M. Slade, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/23	Francis Petrie	1.90	Conferences with R. Jacobson, K&E team re wallet hearing preparation (.7); conferences with M. Slade, R. Jacobson re same (1.2).
05/08/23	Francis Petrie	2.20	Participate in hearing on wallet withdrawal motion.
05/08/23	Michael B. Slade	4.40	Participate in hearing re wallet withdrawal motion (3.9); review presentation, talking points re preparation for same (.5).
05/08/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade re wallet hearing and status.
05/11/23	Rob Jacobson	1.00	Review, revise wallet withdrawal order (.9); correspond with M. Slade, C. Okike re same (.1).
05/11/23	Francis Petrie	0.80	Conference with ___ re Wallet ruling (.2); correspond with R. Jacobson and K&E team re final form of order (.6).
05/11/23	Michael B. Slade	0.50	Attend hearing re wallet withdrawal motion (.3); correspond with R. Jacobson, K&E team re order re same (.2).
05/12/23	Francis Petrie	0.70	Review revised proposed wallet order (.2); correspond with R. Jacobson re same (.5).
05/12/23	Michael B. Slade	0.40	Review, revise order re wallet withdrawal motion.
05/15/23	Rob Jacobson	1.10	Review, revise wallet withdrawal order .
05/15/23	Christine A. Okike, P.C.	0.20	Review Wallet order.
05/15/23	Francis Petrie	0.70	Correspond with Company, R. Jacobson re final Wallet Order; review and revise Wallet Order re same.
05/25/23	Christine A. Okike, P.C.	0.30	Correspond with M. Henry re Wallet reconciliation.
05/26/23	Rob Jacobson	0.80	Conference with C. Okike, M. Slade, F. Petrie, R. Kanowitz re wallet (.4); review, analyze hearing transcript re same (.2); correspond with F. Petrie re same (.2).
05/26/23	Christine A. Okike, P.C.	1.30	Telephone conference with Haynes and Boone and F. Petrie, K&E teams re Wallet (.3); review Wallet order (.2); analyze Wallet setoff issue (.4); review Wallet communication materials (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/23	Francis Petrie	2.10	Telephone conference with M. Slade, K&E and HB team re wallet communications (.3); correspond with C. Okike, M. Slade re same (.2); review transcripts re same (.7); review correspondence from M. Slade re same (.4); telephone conference with R. Jacobson re strategy (.5).
05/26/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re wallet assets and distribution timing.
05/30/23	Rob Jacobson	6.70	Conference with C. Okike, F. Petrie, I. Parette re wallet relief, motion practice, distributions (.3); prepare for same (.3); review, comment on Walkers wallet pleadings re Bermuda proceedings (3.9); correspond with C. Okike, M. Slade, F. Petrie re same (.2); review, comment on C Street, Company drafted communications re wallet user interface updates (.4); correspond with F. Petrie re reviewing the same (.1); correspond with I. Parette re wallet pleadings (.3); review, comment on same (.5); review, analyze matters, strategy re same (.7).
05/30/23	Christine A. Okike, P.C.	2.20	Telephone conference with Brown Rudnick and F. Petrie, K&E teams re Wallet surcharge (.5); telephone conference with F. Petrie, K&E team re Wallet surcharge motion (.4); review analysis of Bermuda preference law re Wallet (.5); telephone conference with Company, Haynes and Boone and K&E teams re Wallet surcharge (.5); review Wallet preference analysis (.3).
05/30/23	Francis Petrie	3.00	Telephone conferences with K&E, Brown Rudnick team re Wallet next steps (1.0); correspond with R. Jacobson re same (.7); review materials and draft re wallet distribution and timing (.8); telephone conference with Company re wallet release timing (.5).
05/30/23	Michael B. Slade	0.30	Conference with UCC re wallet issues (.2); correspond with UCC re same (.1).

Legal Services for the Period Ending May 31, 2023

Document Page 329 of 621

Invoice Number:

1050082770

BlockFi Inc.

Matter Number:

54119-29

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/23	Rob Jacobson	6.30	Correspond with C. Okike re C Street communication materials re user interface updates for wallet (.3); review, revise C Street communication materials re user interface updates for wallet (2.1); telephone conference with Company re same (.3); correspond with C. Okike re same (.3); review, comment on Walkers' wallet pleadings for the Bermuda proceedings (.7); draft correspondence re wallet withdrawal relief to multiple inquiring creditors (1.4); review, comment on language re wallet for Kroll portal (.4); correspond with C. Okike re same (.1); correspond with Walkers team re comments to wallet pleadings re Bermuda proceedings (.3); correspond with Company re same (.1); review, analyze matters, timing considerations re same (.3).
05/31/23	Christine A. Okike, P.C.	1.60	Review Bermuda Wallet pleadings and declarations (1.2); review correspondence to BMA re Wallet withdrawals (.4).
05/31/23	Francis Petrie	2.70	Correspond with R. Jacobson, K&E team re wallet communications and strategy (.3); review C. Street communications re wallet (1.8); distribute communications to UCC (.3); correspond with C Street team re same (.3).
Total		206.80	

June 2023

Document Page 331 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082771
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 373,040.50

Total legal services rendered

\$ 373,040.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joe Caputo	4.00	885.00	3,540.00
Trevor Eck	7.00	735.00	5,145.00
Susan D. Golden	0.50	1,475.00	737.50
Richard U. S. Howell, P.C.	10.70	1,620.00	17,334.00
Rob Jacobson	12.80	1,155.00	14,784.00
Mike James Koch	15.80	735.00	11,613.00
Sarah R. Margolis	3.40	995.00	3,383.00
Casey McGushin	0.70	1,415.00	990.50
Nick Nielson	5.20	985.00	5,122.00
Christine A. Okike, P.C.	25.20	1,850.00	46,620.00
Isabella J. Paretti	15.50	735.00	11,392.50
Francis Petrie	64.00	1,295.00	82,880.00
William T. Pruitt	1.40	1,550.00	2,170.00
Margaret Reiney	10.10	1,155.00	11,665.50
Jimmy Ryan	9.90	885.00	8,761.50
Alexandra Schrader	10.30	985.00	10,145.50
Michael B. Slade	29.20	1,855.00	54,166.00
Josh Sussberg, P.C.	38.00	2,045.00	77,710.00
Katie J. Welch	4.30	1,135.00	4,880.50
TOTALS	268.00		\$ 373,040.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Richard U. S. Howell, P.C.	1.30	Review materials re preparation for mediation (.6); prepare and review correspondence re same (.7).
06/01/23	Christine A. Okike, P.C.	0.30	Telephone conference with S. Vogel, Company re mediation.
06/01/23	Francis Petrie	2.30	Correspond with M. Koch, K&E team, advisor group re mediation logistics (.5); review, revise mediator engagement letter and related documents (1.8).
06/01/23	William T. Pruitt	0.90	Analyze court-ordered mediation and related insurance issues (.3); telephone conference with M. Slade re same (.3); telephone conference with Aon team re same (.3).
06/01/23	Alexandra Schrader	2.00	Review and revise loan approval summary table (1.5); review documents re production (.5).
06/01/23	Josh Sussberg, P.C.	0.50	Telephone conference with M. Slade, board and C. Okike re mediation (.3); telephone conference with Company re mediation (.1); correspond with M. Slade re same (.1).
06/02/23	Mike James Koch	2.80	Coordinate mediation logistics (1.2); correspond with F. Petrie, M. Reiney re same (.5); correspond with Brown Rudnick, Elementus, Company, Berkeley Research Group, Moelis re same (1.1).
06/02/23	Michael B. Slade	1.10	Review mediation statement (.6); review presentation re same (.5).
06/02/23	Josh Sussberg, P.C.	0.20	Review claimant request re mediation participation.
06/02/23	Josh Sussberg, P.C.	0.50	Correspond with M. Slade re mediation and status (.2); review, analyze claimant request re mediation participation (.1); correspond with M. Slade re same (.2).
06/03/23	Richard U. S. Howell, P.C.	0.60	Review, revise materials re mediation (.4); correspond with M. Slade re same (.2).
06/03/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade re mediation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Josh Sussberg, P.C.	0.90	Telephone conference with M3 re mediation (.4); telephone conference with Haynes and Boone re same (.2); telephone conference with mediator re same (.2); correspond with M. Slade re mediation (.1).
06/05/23	Richard U. S. Howell, P.C.	0.50	Review correspondence and other materials re potential settlement of claims (.2); prepare and review correspondence re open mediation issues (.3).
06/05/23	Mike James Koch	3.60	Coordinate mediation logistics (1.5); correspond with M. Reiney, F. Petrie, K&E Conference Center re same (1.4); correspond with Brown Rudnick, Elementus, Moelis, Berkeley Research Group, mediator re same (.7).
06/05/23	Christine A. Okike, P.C.	12.10	Attend mediation (9.1); prepare for same (3.0).
06/05/23	Francis Petrie	11.00	Attend mediation (9.0); prepare for same (2.0).
06/05/23	Margaret Reiney	3.30	Attend mediation re plan, releases (2.4); compile mediation documents re same (.9).
06/05/23	Michael B. Slade	9.10	Attend mediation.
06/05/23	Josh Sussberg, P.C.	7.30	Attend mediation.
06/06/23	Richard U. S. Howell, P.C.	0.50	Review correspondence from M. Slade, C. Okike re mediation efforts and claim settlement efforts.
06/06/23	Christine A. Okike, P.C.	9.50	Attend mediation (9.0); review and revise settlement term sheet (.5).
06/06/23	Francis Petrie	8.50	Attend mediation.
06/06/23	William T. Pruitt	0.50	Analyze mediation and related coverage issues and telephone conference with M. Slade and insurers re same.
06/06/23	Margaret Reiney	3.60	Draft, review, revise 9019 motion (3.2); correspond with K&E team re same (.4).
06/06/23	Jimmy Ryan	1.20	Correspond with M. Reiney, K&E team re 9019 settlement (.3); review, analyze term sheet re same (.5); review, analyze 9019 motion (.4).
06/06/23	Michael B. Slade	8.40	Prepare for mediation (3.0); attend mediation (5.2); correspond with K. Welch re investigation (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Josh Sussberg, P.C.	5.40	Attend mediation (4.6); telephone conference with M. Slade re same (.6); correspond with M. Slade re demand letter (.1); telephone conference with board re mediation (.1).
06/07/23	Richard U. S. Howell, P.C.	0.60	Prepare and review correspondence from M. Slade re claims settlement issues (.4); telephone conference with M. Slade re same (.2).
06/07/23	Christine A. Okike, P.C.	0.50	Review settlement term sheet.
06/07/23	Margaret Reiney	0.60	Conference with F. Petrie, K&E team, Cole Schotz re mediation.
06/07/23	Michael B. Slade	2.10	Conference with R. Howell re mediation next steps (.9); analyze mediation term sheets (.8); conference with Cole Schotz re same (.4).
06/07/23	Josh Sussberg, P.C.	0.50	Telephone conference with M. Slade re mediation (.3); telephone conference with BRG re mediation status (.2).
06/07/23	Josh Sussberg, P.C.	1.00	Telephone conference with mediator re mediation (.4); telephone conferences with Company re mediation (.2); review settlement term sheet (.2); correspond with Company re same (.2).
06/08/23	Richard U. S. Howell, P.C.	1.30	Correspond with M. Slade re UCC (.7); prepare for and attend video conference re same (.4); review materials re disclosure statement and confirmation issues (.2).
06/08/23	Josh Sussberg, P.C.	0.90	Correspond with mediator re status and next steps (.4); telephone conference with Committee re same (.3); telephone conference with Haynes and Boone re mediation status (.1); correspond with C. Okike and M. Slade re same (.1).
06/09/23	Richard U. S. Howell, P.C.	0.50	Review, revise materials re mediation.
06/09/23	Mike James Koch	1.50	Draft responsive correspondence re mediation considerations (1.4); correspond with M. Reiney, J. Ryan re same (.1).
06/09/23	Casey McGushin	0.70	Research issues re potential 9019 motion.
06/09/23	Christine A. Okike, P.C.	0.20	Review settlement term sheet.
06/09/23	Francis Petrie	3.60	Correspond with C. Okike, Company re mediation and counter (2.1); correspond with M. Reiney re deal documentation status (.9); correspond with R. Jacobson re bridge order and status (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/23	Josh Sussberg, P.C.	1.40	Telephone conference with M. Slade and C. Okike re mediation and next steps (.2); telephone conference with M3 re same (.2); review, analyze Committee counter proposal (.5); correspond with Company re same (.2); correspond with mediator re mediation status and next steps (.2); telephone conference with BRG re same (.1).
06/10/23	Richard U. S. Howell, P.C.	0.30	Review mediation materials re ongoing mediation effort re insider claims.
06/10/23	Josh Sussberg, P.C.	1.30	Telephone conference with mediator re mediation (.3); telephone conference with Company re same (.2); review, analyze revised proposal (.3); telephone conference with Haynes and Boone re same (.2); correspond with C. Okike, K&E team re next steps (.1); telephone conference with board re mediation status (.1); correspond with C. Okike, K&E team re disclosure statement and 9019 timing (.1).
06/11/23	Richard U. S. Howell, P.C.	0.20	Review materials re settlement.
06/11/23	Christine A. Okike, P.C.	0.30	Analyze mediation strategy.
06/11/23	Josh Sussberg, P.C.	0.30	Correspond with M. Slade and C. Okike re mediation and cover note to mediator (.2); correspond with Company re mediation proposal (.1).
06/12/23	Richard U. S. Howell, P.C.	0.50	Review correspondence from M. Slade re potential litigation and claims settlement issues.
06/12/23	Christine A. Okike, P.C.	0.10	Analyze mediation strategy.
06/12/23	Francis Petrie	0.70	Review and revise documents re settlement counters (.4); correspond with J. Ryan re settlements (.3).
06/12/23	Jimmy Ryan	1.80	Correspond with F. Petrie, K&E team re meditation settlement (.3); draft summary of same (1.5).
06/12/23	Michael B. Slade	1.00	Telephone conference with Company re Company executive considerations re settlement (.3); correspond with F. Petrie, K&E team re mediation proposal (.5); analyze proposal re mediation (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Josh Sussberg, P.C.	0.40	Correspond with Company re mediation status and potential settlements (.2); telephone conference with M. Slade re same (.1); correspond with mediator re next steps (.1).
06/13/23	Christine A. Okike, P.C.	0.20	Review response to 3AC letter.
06/13/23	Francis Petrie	1.60	Review and revise term sheets and correspondence with Company parties re mediation (1.2); correspond with M. Koch, K&E team re same (.4).
06/13/23	Jimmy Ryan	0.90	Correspond with F. Petrie, K&E team re letter to 3AC re chapter 11 plan (.3); review, revise same (.6).
06/13/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, F. Petrie re mediation status and next steps.
06/14/23	Richard U. S. Howell, P.C.	0.80	Review correspondence from M. Slade re claims settlement issues and special committee investigation (.6); telephone conference with M. Slade, K&E team re same (.2).
06/14/23	Josh Sussberg, P.C.	0.20	Correspond with mediator re mediation (.1); telephone conference with Haynes and Boone re mediation status (.1).
06/15/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company and F. Petrie, K&E team re mediation.
06/15/23	Jimmy Ryan	0.30	Review, revise letter in response to 3AC letter.
06/15/23	Alexandra Schrader	0.20	Review settlement term sheet.
06/15/23	Michael B. Slade	0.40	Review, revise correspondence to mediator re mediation.
06/15/23	Josh Sussberg, P.C.	2.10	Review, analyze mediator correspondence re next steps and mediation status (.2); correspond with same re same (.2); telephone conference with management and advisors re mediation logistics and next steps (.4); draft correspondence to mediator re same (.8); telephone conference with Haynes and Boone re same (.1); correspond with C. Okike, K&E team re timeline and mediation (.2); correspond with Company re claims reconciliation process and timeline (.2).
06/16/23	Christine A. Okike, P.C.	0.30	Review proposed settlements with insiders.
06/16/23	Alexandra Schrader	1.30	Prepare materials re mediation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Josh Sussberg, P.C.	1.50	Draft correspondence to mediator re mediation response (.6); telephone conference with Company re same (.1); correspond with M. Slade, K&E team re insider settlements (.2); correspond with mediator re mediation response (.3); review, analyze memo from Company re mediation (.3).
06/18/23	Josh Sussberg, P.C.	0.10	Correspond with mediator re mediation.
06/19/23	Christine A. Okike, P.C.	0.30	Telephone conference with S. Vogel, Company re insider settlements.
06/19/23	Francis Petrie	1.80	Review and revise 9019 motion.
06/19/23	Alexandra Schrader	1.60	Review and compile key documents for meeting preparation.
06/20/23	Richard U. S. Howell, P.C.	1.10	Review correspondence from M. Slade, C. McGushin and others re mediation, claims settlements and open litigation issues (.8); review and provide comments to draft documents (.3).
06/20/23	Francis Petrie	4.00	Correspond with J. Ryan, K&E team re investigation report and 9019 draft (.7); review, analyze report re investigation information re plan settlement (2.7); correspond with C. Okike, Moelis re mediation status and logistics (.6).
06/20/23	Margaret Reiney	0.60	Review, analyze mediation documents.
06/20/23	Josh Sussberg, P.C.	0.20	Correspond re mediation and settlement status.
06/21/23	Josh Sussberg, P.C.	0.70	Telephone conference with Company re settlement status (.3); correspond with M. Slade and board re same (.2); correspond with Haynes and Boone re settlements (.1); telephone conference with M. Slade re same (.1).
06/22/23	Mike James Koch	0.60	Correspond with Brown Rudnick, Genova Burns, mediator, BRG, Haynes and Boone, Cole Schotz re mediation logistics (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Josh Sussberg, P.C.	1.20	Telephone conference with M. Slade and board re estate settlements (.2); conference with board re same (.1); telephone conference with M. Slade re same (.1); telephone conferences with Company re same (.3); correspond with Committee re settlements and status (.3); correspond with Haynes and Boone re settlement (.1); correspond with M. Slade re same (.1).
06/23/23	Richard U. S. Howell, P.C.	0.70	Review correspondence from J. Sussberg re mediation efforts with Committee and related issues.
06/23/23	Francis Petrie	7.00	Attend mediation re potential settlement (3.9); prepare materials, strategy re same (3.1).
06/23/23	Francis Petrie	2.20	Review and revise 9019 motion, order (1.6); review, analyze precedent re same (.6).
06/23/23	Margaret Reiney	2.00	Attend mediation re potential settlement.
06/23/23	Jimmy Ryan	0.30	Correspond with M. Reiney, K&E team mediation.
06/23/23	Jimmy Ryan	1.70	Review, revise 9019 motion.
06/23/23	Michael B. Slade	7.10	Attend mediation re potential settlement (3.9); prepare materials, strategy re same (3.2).
06/23/23	Josh Sussberg, P.C.	6.10	Attend mediation (5.6); telephone conference with M3 re next steps (.3); correspond with Cole Schotz re same (.1); correspond with mediator and Brown Rudnick re mediation (.1).
06/24/23	Richard U. S. Howell, P.C.	0.30	Review correspondence from J. Sussberg and other materials re mediation.
06/24/23	Francis Petrie	1.40	Review and revise correspondence from UCC re mediation (.9); correspond with J. Sussberg, K&E team re same (.5).
06/24/23	Josh Sussberg, P.C.	1.60	Telephone conference with M3 re mediation status (.3); telephone conferences with Cole Schotz re same (.3); correspond with Company re 9019 and next steps with Committee (.2); draft letter to Committee (.5); correspond with Haynes and Boone re same (.2); telephone conference with Cole Schotz re same (.1).
06/25/23	Isabella J. Paretti	0.60	Conference with F. Petrie, K&E team re mediation, settlement (.3); review terms re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Francis Petrie	2.70	Conference with M. Reiney, K&E team re contested plan treatment (.3); telephone conference with J. Sussberg, K&E team re mediation (.2); review and revise 9019 motion and deal documents (2.2).
06/25/23	Josh Sussberg, P.C.	1.30	Telephone conference with Brown Rudnick re mediation status (.3); telephone conference with Cole Schotz re same (.3); correspond with F. Petrie, K&E team re mediation and next steps (.2); telephone conference with same re same (.2); telephone conference with Brown Rudnick re same (.2); correspond with Haynes and Boone re same (.1).
06/26/23	Alexandra Schrader	0.10	Review documents re confidentiality designations.
06/26/23	Katie J. Welch	0.50	Participate in meeting with M. Slade and K&E team re Committee (.4); correspond with M. Gallo re same (.1).
06/27/23	Joe Caputo	1.80	Review, summarize case law re UCC objection re exclusivity.
06/27/23	Rob Jacobson	5.60	Review, analyze Committee objection to exclusivity, cross-motion to convert or appoint a chapter 11 trustee (2.1); draft outline re responses to Committee objection re exclusivity (2.6); review, revise cover letter re solicitation (.9).
06/27/23	Sarah R. Margolis	0.50	Research case law re Committee objection and conversion standard.
06/27/23	Isabella J. Paretti	0.50	Correspond with R. Jacobson, J. Caputo re case precedent research (.1); conference with J. Caputo re same (.4).
06/27/23	Isabella J. Paretti	3.90	Review, analyze Committee's response to exclusivity motion (.8); draft case chart re same (3.1).
06/27/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re Committee motion to convert.
06/27/23	Josh Sussberg, P.C.	0.30	Correspond with mediator re deal status (.1); telephone conference with Company and Haynes and Boone re same (.2).
06/28/23	Joe Caputo	2.20	Review, analyze, summarize case law re conversion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Rob Jacobson	6.30	Research re UCC objection to exclusivity (.5); draft outline re exclusivity reply (2.3); review, analyze issues re same (.6); review, revise Committee objection (1.3); draft responses re same (1.6).
06/28/23	Nick Nielson	1.30	Review and analyze unsecured creditor report re mediation memorandum considerations.
06/28/23	Christine A. Okike, P.C.	1.10	Telephone conference with Haynes and Boone, Cole Schotz and K&E teams re UCC motion to convert (.4); telephone conference with M. Slade and F. Petrie re response re same (.5); review UCC motion to convert (.2).
06/28/23	Isabella J. Paretti	4.60	Review, analyze Committee's objection to exclusivity (1.1); review, revise case chart re same (3.0); correspond with S. Margolis, K&E team re same (.2); correspond with T. Eck re same (.2); correspond with S. Margolis re same (.1).
06/28/23	Francis Petrie	8.70	Telephone conference with M. Slade, Cole Schotz teams re response strategy (.4); telephone conference with M. Slade, C. Okike re response to cross-motion (.5); correspond with R. Jacobson, K&E team re briefing (.7); review cross-motion and research precedent re same (2.6); draft and revise correspondence to M. Reiney, K&E team re response (.7); revise brief re same (3.8).
06/28/23	Francis Petrie	0.70	Correspond with R. Jacobson, K&E team re materials for status conference.
06/28/23	Alexandra Schrader	1.40	Review and compile documents for confidentiality de-designations.
06/28/23	Josh Sussberg, P.C.	0.70	Review committee cross-motion and telephone conference with M. Slade, K&E team re same.
06/28/23	Katie J. Welch	0.20	Participate in telephone conference with M. Slade re Committee discovery requests (.1); draft Committee discovery requests (.1).
06/29/23	Trevor Eck	7.00	Research precedent re cross motion case summary (1.9); draft summary re same (1.3); review, revise same (.9); research re solicitation agents and improper solicitation (.5); draft reply re cross motion (.6); research monthly professional fees re same (1.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Susan D. Golden	0.50	Correspond with F. Petrie re UCC statements on chapter 7.
06/29/23	Richard U. S. Howell, P.C.	1.00	Review conversion pleadings from Committee.
06/29/23	Rob Jacobson	0.90	Conference with F. Petrie, K&E team re reply brief to UCC objection (.7); prepare for same (.2).
06/29/23	Mike James Koch	3.70	Research, analyze case law re chapter 11 trustee considerations (1.4); draft pleading re same (2.3).
06/29/23	Sarah R. Margolis	2.90	Draft analysis re Committee cross-motion re motion to convert.
06/29/23	Nick Nielson	3.90	Review, revise mediation memorandum.
06/29/23	Isabella J. Parette	5.90	Conference with F. Petrie, K&E team re exclusivity objection (.6); research re case costs and related cross-motion issues (1.4); conference with Berkeley Research Group re same (.3); correspond with Berkeley Research Group re same (.2); review, revise monthly operating reports re same (1.8); draft summary re same (1.6).
06/29/23	Jimmy Ryan	1.00	Correspond with F. Petrie, K&E team re UCC exclusivity objection/ conversion motion (.3); conference with F. Petrie, K&E team re same (.7).
06/29/23	Alexandra Schrader	1.20	Review documents for confidentiality designations.
06/29/23	Josh Sussberg, P.C.	0.50	Telephone conference with Haynes and Boone re Committee objection status (.3); correspond with same re next steps (.2).
06/29/23	Katie J. Welch	2.20	Participate in meeting with M. Slade and litigation team re work in process.
06/29/23	Katie J. Welch	0.40	Draft requests for admission to Committee.
06/30/23	Richard U. S. Howell, P.C.	0.50	Conference with M. Slade, K&E team re litigation upcoming scheduling conference.
06/30/23	Mike James Koch	3.60	Draft, revise pleading re chapter 11 trustee considerations (3.4); correspond with F. Petrie, K&E team re same (.2).
06/30/23	Francis Petrie	2.20	Draft and revise brief and objection language re Committee cross motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Francis Petrie	2.20	Correspond (multiple) with M. Reiney re status conference and contested committee issues.
06/30/23	Francis Petrie	3.40	Review and revise draft 9019 motion (2.1); correspond with J. Ryan, M. Slade re same (.6); review, analyze disclosure statement (.7).
06/30/23	Jimmy Ryan	0.30	Correspond with M. Reiney re response to objection to exclusivity motion.
06/30/23	Jimmy Ryan	2.40	Review, revise 9019 motion (1.8); correspond with F. Petrie, K&E team re same (.6).
06/30/23	Alexandra Schrader	2.50	Review documents and deposition transcripts for confidentiality designations.
06/30/23	Josh Sussberg, P.C.	0.40	Correspond with Company re scheduling conference and Committee pleadings (.1); telephone conference with Haynes and Boone re Committee objection (.3).
06/30/23	Katie J. Welch	1.00	Review and analyze Z. Prince deposition transcript and mark for confidentiality (.7); draft and revise RFAs and ROGs to Committee (.3).
Total		268.00	

Document Page 344 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082772
Client Matter: 54119-4

In the Matter of Automatic Stay Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 7,426.50

Total legal services rendered

\$ 7,426.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Sarah R. Margolis	6.00	995.00	5,970.00
Isabella J. Paretti	1.50	735.00	1,102.50
Jimmy Ryan	0.40	885.00	354.00
TOTALS	7.90		\$ 7,426.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Sarah R. Margolis	5.00	Draft lift stay objection (3.7); research case law re same (1.1); correspond with J. Ryan, K&E team re objection (.2).
06/06/23	Isabella J. Paretti	0.40	Review, analyze precedent re automatic stay enforcement (.3); correspond with S. Margolis, K&E team re same (.1).
06/06/23	Jimmy Ryan	0.40	Correspond with S. Margolis, K&E team re objection to lift stay motion (.2); office conference with I. Paretti and S. Margolis re same (.2).
06/07/23	Sarah R. Margolis	1.00	Draft lift stay objection.
06/11/23	Isabella J. Paretti	1.10	Research re case law re automatic stay (.5); draft summary re same (.5); correspond with S. Margolis re same (.1).
Total		7.90	

Document Page 347 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082773
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 35,898.50

Total legal services rendered

\$ 35,898.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.80	1,605.00	1,284.00
Trevor Eck	4.10	735.00	3,013.50
David Hackel	0.50	735.00	367.50
Richard U. S. Howell, P.C.	0.20	1,620.00	324.00
Rob Jacobson	1.60	1,155.00	1,848.00
Mike James Koch	2.50	735.00	1,837.50
Sarah R. Margolis	0.50	995.00	497.50
Brian Nakhaimousa	1.30	995.00	1,293.50
Christine A. Okike, P.C.	6.80	1,850.00	12,580.00
Isabella J. Paretti	1.60	735.00	1,176.00
Francis Petrie	1.20	1,295.00	1,554.00
Margaret Reiney	0.50	1,155.00	577.50
Jimmy Ryan	1.40	885.00	1,239.00
Alexandra Schrader	0.90	985.00	886.50
Michael B. Slade	4.00	1,855.00	7,420.00
TOTALS	27.90		\$ 35,898.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Trevor Eck	0.90	Review, revise key dates and deadlines summary (.7); correspond with R. Jacobson, M. Koch re same (.2).
06/01/23	Rob Jacobson	0.30	Telephone conference with M. Reiney, K&E team re work in process, next steps.
06/01/23	Mike James Koch	1.70	Conference with R. Jacobson, K&E team re critical workstreams, work in process (.3); review, analyze upcoming key dates and deadlines (.6); correspond with R. Jacobson, K&E team re same (.2); review, revise hearing agenda (.6).
06/01/23	Sarah R. Margolis	0.20	Conference with M. Reiney, K&E team re case status.
06/01/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/01/23	Jimmy Ryan	0.50	Correspond with R. Jacobson, K&E team re work in process and next steps (.2); video conference with R. Jacobson, K&E team re same (.3).
06/01/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
06/02/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/02/23	Jimmy Ryan	0.40	Correspond with R. Jacobson, K&E team re work in process and next steps (.2); video conference with R. Jacobson, K&E team re same (.2).
06/02/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
06/04/23	Trevor Eck	0.30	Correspond with R. Jacobson re upcoming key dates and deadlines.
06/06/23	Bob Allen, P.C.	0.30	Conference with Company re case updates, work in process.
06/07/23	Mike James Koch	0.30	Conference with I. Paretti, K&E team re critical workstreams, case status.
06/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Isabella J. Paretti	0.80	Conference with M. Koch, K&E team re work in process (.7); review work in process summary (.1).
06/08/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/08/23	Alexandra Schrader	0.50	Conference with R. Howell, K&E team re case status and next steps.
06/08/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
06/09/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/12/23	Trevor Eck	0.70	Review, revise work in process summary re case updates.
06/12/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re case status, next steps.
06/12/23	Brian Nakhaimousa	0.50	Conference with F. Petrie, K&E team re work in process.
06/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/12/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, M. Reiney re work in process and case status.
06/12/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
06/13/23	Trevor Eck	0.50	Telephone conference with F. Petrie, K&E team re case status, next steps.
06/13/23	David Hackel	0.50	Conference with I. Paretti, K&E team re case status, next steps.
06/13/23	Mike James Koch	0.50	Conference with F. Petrie, K&E team re critical workstreams, work in process.
06/13/23	Sarah R. Margolis	0.30	Conference with F. Petrie, K&E team re work in process, case status.
06/13/23	Brian Nakhaimousa	0.50	Conference with F. Petrie, K&E team re work in process, next steps.
06/13/23	Isabella J. Paretti	0.30	Correspond with F. Petrie re conference re work in process (.1); conference with F. Petrie, K&E team re same (.2).
06/13/23	Francis Petrie	0.70	Office conference with M. Koch, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Margaret Reiney	0.50	Correspond with R. Jacobson, K&E team re work in process.
06/13/23	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
06/14/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/16/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/20/23	Bob Allen, P.C.	0.50	Conference with Company re work in process, case updates.
06/20/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/21/23	Rob Jacobson	0.80	Conference with M. Reiney, F. Petrie re case status, next steps (.5); correspond with M. Reiney K&E team re same (.3).
06/21/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/21/23	Isabella J. Paretti	0.50	Conference with F. Petrie, K&E team re work in process.
06/21/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
06/22/23	Trevor Eck	0.70	Review, revise workstream summary re case updates, confirmation.
06/25/23	Brian Nakhaimousa	0.30	Conference with F. Petrie K&E team re work in process, next steps.
06/26/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
06/27/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/27/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
06/28/23	Trevor Eck	0.30	Review, revise key dates summary re case updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/28/23	Michael B. Slade	0.50	Conference with Company re work in process.
06/29/23	Trevor Eck	0.70	Telephone conference with F. Petrie, K&E team re case status, next steps.
06/29/23	Richard U. S. Howell, P.C.	0.20	Review open case scheduling issues.
06/29/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/29/23	Alexandra Schrader	0.40	Conference with R. Howell, K&E team re case status and next steps.
06/30/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
Total		27.90	

Document Page 353 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082774
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 1,646.50

Total legal services rendered

\$ 1,646.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Francis Petrie	0.70	1,295.00	906.50
TOTALS	1.10		\$ 1,646.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/23	Christine A. Okike, P.C.	0.30	Correspond with Company re cash management matters.
06/08/23	Francis Petrie	0.40	Correspond with U.S. Trustee re cash management system requirements.
06/12/23	Francis Petrie	0.30	Correspond with U.S. Trustee team re bank accounts and 345(b) compliance.
06/14/23	Christine A. Okike, P.C.	0.10	Analyze cash management issues.
Total		1.10	

Document Page 356 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082775
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 23,362.50

Total legal services rendered

\$ 23,362.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	8.50	1,155.00	9,817.50
Sarah R. Margolis	0.20	995.00	199.00
Christine A. Okike, P.C.	4.00	1,850.00	7,400.00
Francis Petrie	1.70	1,295.00	2,201.50
Jimmy Ryan	4.00	885.00	3,540.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	18.50		\$ 23,362.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Rob Jacobson	0.50	Attend weekly telephone conference with C Street, Company re creditor communications materials.
06/01/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street and F. Petrie, K&E teams re communications materials.
06/01/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
06/01/23	Jimmy Ryan	0.40	Correspond with R. Jacobson, K&E team and customers re creditor inquiries.
06/02/23	Francis Petrie	0.40	Telephone conference with Company re communications sequence.
06/02/23	Jimmy Ryan	0.80	Correspond with R. Jacobson, K&E team and creditors re creditor inquiries.
06/03/23	Jimmy Ryan	0.30	Correspond with creditor re creditor inquiries.
06/04/23	Jimmy Ryan	0.20	Correspond with R. Jacobson, K&E team re creditor inquiries.
06/05/23	Jimmy Ryan	1.30	Correspond with F. Petrie, K&E team and Haynes and Boone team re creditor inquiries (.2); telephone conference with counsel to client re same (.4); review, revise demand letter (.7).
06/06/23	Rob Jacobson	1.90	Review, comment on creditor communications materials (1.6); correspond with C. Street and F. Petrie re same (.3).
06/06/23	Sarah R. Margolis	0.20	Telephone conference with H&B re creditor inquiry (.1); telephone conference with J. Ryan re same (.1).
06/08/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company and C Street re creditor communications.
06/12/23	Rob Jacobson	0.80	Review, comment on C Street talking points.
06/12/23	Jimmy Ryan	0.60	Correspond with Kroll team re creditor inquiries (.2); draft responses to creditors re same (.4).
06/13/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street and F. Petrie, K&E teams re communications.
06/13/23	Christine A. Okike, P.C.	0.20	Review BlockFi app updates re User Interface updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Jimmy Ryan	0.40	Telephone conference with creditor re inquiry.
06/15/23	Rob Jacobson	0.80	Review C Street communication materials re claims objections (.7); correspond with HB team re same (.1).
06/15/23	Christine A. Okike, P.C.	1.10	Review platform pause reconciliation plan.
06/16/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street re communications.
06/17/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re case status.
06/20/23	Francis Petrie	0.80	Review and revise document re creditor outreach and redaction (.6); review and revise correspondence to creditor re plan structure (.2).
06/24/23	Rob Jacobson	0.90	Review, comment on communications materials.
06/27/23	Rob Jacobson	1.50	Review, comment on communication materials drafted by C Street (1.2); correspond with C Street team re same (.3).
06/29/23	Rob Jacobson	2.10	Telephone conference with C Street, F. Petrie, Company re communications re plan (.5); review, comment on communications materials (1.2); correspond with C. Okike, F. Petrie, C Street re same (.4).
06/29/23	Christine A. Okike, P.C.	0.60	Review Scratch communications materials (.2); correspond with Haynes and Boone team re same (.2); correspond with Brown Rudnick team re same (.2).
06/30/23	Christine A. Okike, P.C.	0.50	Correspond with Company and C Street re communications materials.
Total		18.50	

Document Page 360 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082776
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 17,152.50

Total legal services rendered

\$ 17,152.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joe Caputo	1.40	885.00	1,239.00
Trevor Eck	1.90	735.00	1,396.50
Richard U. S. Howell, P.C.	1.10	1,620.00	1,782.00
Rob Jacobson	1.60	1,155.00	1,848.00
Mike James Koch	1.40	735.00	1,029.00
Brian Nakhaimousa	0.70	995.00	696.50
Connor O'Flaherty	2.70	995.00	2,686.50
Christine A. Okike, P.C.	3.50	1,850.00	6,475.00
TOTALS	14.30		\$ 17,152.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Christine A. Okike, P.C.	0.50	Review claims objection correspondence to clients.
06/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with DGI re 3AC.
06/08/23	Christine A. Okike, P.C.	0.20	Correspond with Walkers re filing of proof of claim and bankruptcy court jurisdiction.
06/09/23	Christine A. Okike, P.C.	0.30	Review 3AC correspondence re claim treatment.
06/14/23	Christine A. Okike, P.C.	0.10	Review correspondence from states re treatment of state claims.
06/15/23	Christine A. Okike, P.C.	0.60	Telephone conference with Brown Rudnick and Haynes and Boone teams re claims reconciliation.
06/19/23	Richard U. S. Howell, P.C.	0.70	Prepare for and attend portions of video conference with M. Slade re claims settlement issues (.4); review correspondence and other materials re same (.3).
06/19/23	Christine A. Okike, P.C.	1.10	Review and revise stipulation with SEC re claims (1.0); correspond with Brown Rudnick re same (.1).
06/20/23	Christine A. Okike, P.C.	0.20	Review SEC claims stipulation.
06/21/23	Richard U. S. Howell, P.C.	0.40	Review correspondence and other materials from S. Vogel, Company re claims settlements.
06/22/23	Joe Caputo	1.40	Review and summarize filed claims.
06/22/23	Trevor Eck	1.90	Telephone conference with R. Jacobson, K&E team re government claims analysis (.2); review, analyze proof of claims forms re same (1.7).
06/22/23	Rob Jacobson	0.50	Draft schedule re governmental claims.
06/22/23	Mike James Koch	1.40	Review, analyze proofs of claim.
06/22/23	Connor O'Flaherty	1.00	Review, revise government claims summary tracker.
06/23/23	Rob Jacobson	1.10	Review, revise government claims schedule.
06/27/23	Connor O'Flaherty	1.70	Review and summarize debt transfers.
06/30/23	Brian Nakhaimousa	0.70	Review claims trading summary.
Total		14.30	

Document Page 363 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082777
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,875.50

Total legal services rendered

\$ 5,875.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	4.60	735.00	3,381.00
Brian Nakhaimousa	1.00	995.00	995.00
Christine A. Okike, P.C.	0.70	1,850.00	1,295.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	6.40		\$ 5,875.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Trevor Eck	0.30	Review, revise nondisclosure agreement.
06/07/23	Trevor Eck	1.70	Review, revise nondisclosure agreements (1.0); draft issues list re same (.3); review, analyze precedent re same (.4).
06/07/23	Christine A. Okike, P.C.	0.70	Telephone conference with BRG, Moelis, F. Petrie, K&E teams re miscellaneous assets.
06/08/23	Trevor Eck	0.80	Review, revise nondisclosure agreement (.5); review precedent re same (.3).
06/09/23	Trevor Eck	0.70	Review, revise nondisclosure agreements.
06/09/23	Brian Nakhaimousa	0.40	Review, revise nondisclosure agreements.
06/10/23	Brian Nakhaimousa	0.40	Review, revise nondisclosure agreements.
06/28/23	Trevor Eck	0.20	Research precedent re nondisclosure termination agreement.
06/29/23	Josh Sussberg, P.C.	0.10	Correspond re counterparty platform interest.
06/30/23	Trevor Eck	0.90	Review, revise nondisclosure termination agreement.
06/30/23	Brian Nakhaimousa	0.20	Review NDA re termination.
Total		6.40	

Document Page 366 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082779

Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 3,944.50

Total legal services rendered

\$ 3,944.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.70	1,850.00	1,295.00
Francis Petrie	0.90	1,295.00	1,165.50
Michael B. Slade	0.80	1,855.00	1,484.00
TOTALS	2.40		\$ 3,944.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Michael B. Slade	0.50	Conference with Company re employee and human resources issues.
06/12/23	Michael B. Slade	0.30	Conference with Company re employment and staffing considerations.
06/20/23	Christine A. Okike, P.C.	0.30	Correspond with Company re employee matters.
06/20/23	Francis Petrie	0.50	Telephone conference with Company re employee issues.
06/27/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street and F. Petrie, K&E teams re employee matters.
06/27/23	Francis Petrie	0.40	Telephone conference with Company re employee issues.
Total		2.40	

Document Page 369 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082780
Client Matter: 54119-15

In the Matter of SOFAs and Schedules

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 7,006.00

Total legal services rendered

\$ 7,006.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.50	1,475.00	737.50
Sarah R. Margolis	6.30	995.00	6,268.50
TOTALS	6.80		\$ 7,006.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Susan D. Golden	0.50	Correspond with S. Margolis, F. Petrie re U.S. Trustee requests re redactions for schedules and creditor matrix.
06/01/23	Sarah R. Margolis	3.30	Review, analyze precedent re redaction issues per U.S. Trustee comments (2.1); correspond with S. Golden re same (.2); draft letter to U.S. Trustee re same (1.0).
06/02/23	Sarah R. Margolis	2.10	Review, revise redaction letter.
06/20/23	Sarah R. Margolis	0.40	Correspond with M. Reiney, F. Petrie, S. Golden re schedule redaction issues.
06/21/23	Sarah R. Margolis	0.50	Correspond with M. Reiney re U.S. Trustee redaction issues (.2); review, revise response to U.S. Trustee re same (.3).
Total		6.80	

Document Page 372 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082781
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 3,621.00

Total legal services rendered

\$ 3,621.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	0.90	1,550.00	1,395.00
Michael B. Slade	1.20	1,855.00	2,226.00
TOTALS	2.10		\$ 3,621.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Michael B. Slade	0.40	Telephone conference with AON re insurance considerations.
06/02/23	William T. Pruitt	0.90	Analyze court-ordered settlement and related insurance issues (.3); telephone conference with M. Slade and insurer counsel re same (.5); correspond with M. Slade re same (.1).
06/02/23	Michael B. Slade	0.80	Conference with insurance carriers re claims updates.
Total		2.10	

Document Page 375 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082782
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 317,121.00

Total legal services rendered

\$ 317,121.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	1.50	985.00	1,477.50
Trevor Eck	18.90	735.00	13,891.50
Julia R. Foster	0.70	480.00	336.00
Richard U. S. Howell, P.C.	1.60	1,620.00	2,592.00
Rob Jacobson	32.20	1,155.00	37,191.00
Mike James Koch	22.00	735.00	16,170.00
Sarah R. Margolis	3.20	995.00	3,184.00
Brian Nakhaimousa	20.90	995.00	20,795.50
Christine A. Okike, P.C.	28.20	1,850.00	52,170.00
Matt Pacey, P.C.	3.50	2,045.00	7,157.50
Isabella J. Parette	8.30	735.00	6,100.50
Anne G. Peetz	5.90	1,425.00	8,407.50
Francis Petrie	64.60	1,295.00	83,657.00
Margaret Reiney	7.50	1,155.00	8,662.50
Jimmy Ryan	41.80	885.00	36,993.00
Michael B. Slade	7.90	1,855.00	14,654.50
Josh Sussberg, P.C.	1.80	2,045.00	3,681.00
TOTALS	270.50		\$ 317,121.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Jimmy Ryan	0.40	Correspond with M. Reiney, K&E team re chapter 11 plan.
06/06/23	Richard U. S. Howell, P.C.	0.20	Review materials in preparation for confirmation hearing.
06/06/23	Mike James Koch	0.40	Review, revise plan and disclosure statement timeline (.2); correspond with F. Petrie, K&E team re same (.2).
06/07/23	Mike James Koch	2.30	Review, analyze precedent re governmental entity carve-out (1.8); correspond with M. Reiney, K&E team re same (.2); conference with F. Petrie, K&E team re plan, disclosure statement considerations (.3).
06/07/23	Sarah R. Margolis	0.50	Correspond with Haynes and Boone re invalid wire transfers (.2); office conference with J. Ryan re same (.2); review, analyze issue re same (.1).
06/07/23	Christine A. Okike, P.C.	2.20	Review and revise plan timeline (1.0); telephone conference with management, Haynes and Boone and M. Slade re same (.6); telephone conference with Cole Schotz, F. Petrie, K&E team re plan releases (.6).
06/07/23	Francis Petrie	4.90	Telephone conference with Cole Schotz re plan structure (.7); review, analyze precedent re same (.4); review, analyze research memorandum re plan treatment (.6); telephone conference with Moelis, BRG teams re plan assets (.5); telephone conference with BRG team re plan structure (.4); telephone conference with R. Jacobson, M. Reiney re plan and strategy (.6); revise materials re settlement (.6); correspond with settlement counterparties re same (.7); revise case timeline (.4).
06/07/23	Jimmy Ryan	2.10	Conference with M. Reiney and R. Jacobson re chapter 11 plan, mediation, and related issues (.5); conference with F. Petrie, K&E team re same (.4); correspond with S. Margolis, K&E team and Haynes and Boone re chapter 11 plan (.8); review, analyze precedent re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Josh Sussberg, P.C.	0.90	Correspond with Haynes and Boone re same (.1); telephone conference with Brown Rudnick re extension of confirmation dates (.2); correspond with same re same (.1); telephone conference with M3 re budget (.1); correspond with F. Petrie, K&E team re admin claims and budget (.2); correspond with management re confirmation timing and extension (.2).
06/08/23	Rob Jacobson	1.60	Draft bridge order (.7); draft notice re same (.7); correspond with F. Petrie re same (.2).
06/08/23	Christine A. Okike, P.C.	1.50	Correspond with Walkers re plan timeline (.2); review, revise exclusivity bridge order (.2); analyze Ankura plan issues (.7); review, analyze Ankura indenture (.2); review and revise response to Ankura plan issues (.2).
06/08/23	Francis Petrie	3.90	Review and revise correspondence and indenture re distribution agent status (.6); correspond with Company re same (.3); correspond with R. Jacobson re final bridge order re exclusivity (.4); review and revise notice of hearing dates (.3); correspond with R. Jacobson K&E team re case strategy and plan timeline (.7); correspond with Committee re timeline (.2); review, analyze draft 9019 pleading and case law (1.1); review, analyze plan re regulatory language (.3).
06/08/23	Jimmy Ryan	0.20	Correspond with M. Reiney, K&E team re chapter 11 plan and related issues.
06/09/23	Jimmy Ryan	2.10	Correspond with M. Reiney, K&E team re letter from JPLs re chapter 11 plan and related issues (.2); review, revise, comment on response letter to same (1.9).
06/10/23	Christine A. Okike, P.C.	0.30	Revise plan confirmation timeline.
06/10/23	Jimmy Ryan	2.00	Correspond with M. Reiney, K&E team re letter from JPLs re chapter 11 plan and related issues (.2); review, revise response letter to same (1.8).
06/12/23	Christine A. Okike, P.C.	0.10	Review, revise plan confirmation timeline.
06/12/23	Isabella J. Parette	0.30	Conference with F. Petrie, K&E team re confirmation related pleadings, considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Francis Petrie	3.00	Correspond with R. Jacobson, K&E team re bridge order and revised confirmation schedule (.3); review and revise critical dates re confirmation calendar (.6); review and revise deal documentation, disclosure statement (2.1).
06/12/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team re plan, confirmation status.
06/12/23	Jimmy Ryan	0.60	Conference with F. Petrie, K&E team re chapter 11 plan (.5); correspond with M. Reiney, K&E team re chapter 11 plan (.1).
06/13/23	Julia R. Foster	0.70	Draft notice of plan supplement.
06/13/23	Mike James Koch	1.20	Correspond with B. Nakhaimousa, J. Foster re plan supplement (.2); draft plan supplement (1.0).
06/13/23	Brian Nakhaimousa	0.30	Correspond with M. Koch, M. Reiney re plan supplement documents (.1); conference with M. Koch re same (.2).
06/13/23	Christine A. Okike, P.C.	0.40	Telephone conferences with Moelis and BRG re plan.
06/13/23	Francis Petrie	1.90	Telephone conference with Moelis team re distribution status (.5); review and revise communications materials re case calendar and confirmation timing (.7); telephone conference with BRG team re disclosure statement exhibits (.2); review, revise documents re assumptions re same (.5).
06/14/23	Richard U. S. Howell, P.C.	0.40	Review liquidation analysis.
06/14/23	Rob Jacobson	1.10	Draft exclusivity bridge order and related notice (.9); correspond with F. Petrie re same (.2).
06/14/23	Mike James Koch	1.00	Draft plan supplement (.9); correspond with B. Nakhaimousa re same (.1).
06/14/23	Christine A. Okike, P.C.	0.70	Telephone conference with Moelis re plan (.2); review, revise plan (.5).
06/15/23	Christine A. Okike, P.C.	0.50	Review, revise disclosure statement.
06/16/23	Rob Jacobson	1.00	Review, revise exclusivity bridge order and related notice (.7); correspond with C. Okike re same (.2); correspond with Cole Schotz re filing of same (.1).
06/16/23	Mike James Koch	1.60	Review, revise disclosure statement (1.4); correspond with J. Ryan re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Brian Nakhaimousa	1.50	Review, revise plan supplement (.8); analyze precedent re same (.2); correspond with M, Koch re same (.2); correspond with F. Petrie, Kroll re confirmation timeline (.3).
06/16/23	Christine A. Okike, P.C.	0.40	Telephone conference with F. Petrie re plan timeline (.3); review exclusivity bridge order (.1).
06/16/23	Francis Petrie	1.80	Correspond with R. Jacobson re exclusivity bridge order (.3); arrange for filing re same (.7); correspond with J. Ryan, K&E team re plan revisions (.8).
06/16/23	Jimmy Ryan	6.00	Correspond with M. Reiney, K&E team re chapter 11 plan (.8); telephone conference with M. Koch re same (.2); review, revise same (3.8); review, analyze precedent re same (1.2).
06/17/23	Mike James Koch	0.30	Review, revise plan supplement (.2); correspond with M. Reiney re same (.1).
06/17/23	Brian Nakhaimousa	0.20	Review, revise plan supplement (.1); correspond with M. Koch re same (.1).
06/18/23	Rob Jacobson	3.60	Review, revise exhibits to disclosure statement order (1.8); research, review precedent re same (1.2); correspond with B. Nakhaimousa re same (.6).
06/19/23	Mike James Koch	0.70	Review, revise disclosure statement motion exhibits (.5); correspond with B. Nakhaimousa re same (.1); correspond with C. Okike re plan, disclosure statement (.1).
06/19/23	Brian Nakhaimousa	0.70	Review, revise disclosure statement exhibits (.6); correspond with M. Koch re same (.1).
06/19/23	Christine A. Okike, P.C.	6.90	Review and revise plan (3.9); review, revise disclosure statement (3.0).
06/19/23	Isabella J. Paretti	1.60	Review, revise reply re disclosure statement.
06/19/23	Jimmy Ryan	0.20	Correspond with M. Reiney, K&E team re chapter 11 plan (.1); review, revise same (.1).
06/20/23	Mike James Koch	0.20	Conference with F. Petrie, K&E team re plan, disclosure statement.
06/20/23	Brian Nakhaimousa	0.20	Correspond with M. Koch re disclosure statement motion exhibits.
06/20/23	Christine A. Okike, P.C.	1.00	Review, revise liquidation analysis (.5); telephone conference with F. Petrie, K&E team re plan (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Isabella J. Paretti	0.60	Review Committee objections re disclosure statement (.5); conference with B. Nakhaimousa re same (.1).
06/20/23	Francis Petrie	3.30	Telephone conference with C. Okike, K&E team re plan and disclosure statement structuring (.5); correspond with Company re professional fee obligations (.6); review, analyze summary re waterfall analysis (1.4); correspond with Brown Rudnick re plan issues (.8).
06/20/23	Margaret Reiney	0.50	Correspond with J. Ryan, K&E team re plan, disclosure statement.
06/20/23	Jimmy Ryan	9.00	Correspond with M. Reiney, K&E team re chapter 11 plan (.8); review, revise same (3.9); further revise same (3.0); review, analyze precedent re same (1.3).
06/21/23	Mike James Koch	0.40	Correspond with J. Ryan, K&E team re plan, disclosure statement considerations, critical workstreams (.1); review, revise disclosure statement motion exhibits (.3).
06/21/23	Brian Nakhaimousa	0.80	Conference with F. Petrie, K&E team re plan, disclosure statement, next steps (.5); review, revise confirmation workstreams summary (.3).
06/21/23	Francis Petrie	6.70	Conference with J. Ryan, K&E team re Plan (.5); telephone conference with M. Reiney, R. Jacobson re confirmation workstreams (.5); review and revise plan; correspond with BRG re claims sizing (.4); correspond with BRG re stock treatment and liquidation analysis assumptions (.7); review, analyze documents re same (1.6); correspond with J. Ryan re same (1.7); correspond with A. Sexton, K&E team re disclosure statement language (1.3).
06/21/23	Margaret Reiney	0.60	Correspond with F. Petrie, K&E team re plan.
06/21/23	Jimmy Ryan	4.70	Correspond with F. Petrie, K&E team re chapter 11 plan (1.7); conference with F. Petrie, K&E team re same (.5); review, analyze precedent re same (1.2); review, revise same (.2); research re absolute priority rule (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Mike James Koch	0.20	Review, revise disclosure statement exhibits (.1); correspond with R. Jacobson re same (.1).
06/22/23	Francis Petrie	4.40	Review and revise disclosure statement (3.8); review, revise 9019 order (.6).
06/22/23	Jimmy Ryan	2.10	Review, revise chapter 11 plan (.3); correspond with F. Petrie and M. Reiney re same (.4); research re same (1.4).
06/23/23	Brian Nakhaimousa	0.60	Draft summary table re opt outs and plan considerations (.4); correspond with M. Reiney, K&E team re same (.2).
06/23/23	Matt Pacey, P.C.	1.00	Review and revise disclosure statement.
06/23/23	Isabella J. Paretti	1.90	Review, revise reply re disclosure statement (1.6); conference with B. Nakhaimousa re same (.3).
06/23/23	Francis Petrie	1.60	Review and revise plan, solicitation materials re release provision.
06/23/23	Jimmy Ryan	0.80	Review, revise chapter 11 plan (.5); correspond with F. Petrie, K&E team re same (.3).
06/24/23	Trevor Eck	1.60	Draft declaration in support of disclosure statement, exclusivity.
06/24/23	Rob Jacobson	2.60	Review, revise ballots, disclosure statement order, related proposed filings (1.2); review, revise responsive pleadings re disclosure statement, exclusivity motion (.7); review, analyze status of key plan, disclosure statement workstreams (.7).
06/24/23	Brian Nakhaimousa	3.00	Review, revise disclosure statement exhibits and proposed form of order.
06/24/23	Isabella J. Paretti	2.40	Review, revise reply re disclosure statement (2.1); correspond with R. Jacobson re same (.2); correspond with B. Nakhaimousa re same (.1).
06/24/23	Jimmy Ryan	1.90	Review, revise chapter 11 plan (1.5); correspond with F. Petrie, K&E team re same (.4).
06/25/23	Trevor Eck	0.70	Draft notice of revised disclosure statement order.
06/25/23	Rob Jacobson	1.70	Review, revise disclosure statement motion exhibits (1.4); correspond with B. Nakhaimousa re same (.1); review, analyze solicitation considerations (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Mike James Koch	2.30	Review, revise disclosure statement (.9); correspond with M. Reiney, F. Petrie re same (.2); further review, revise disclosure statement (.7); correspond with F. Petrie, K&E team re same (.3); review, revise disclosure statement motion exhibits (.1); correspond with B. Nakhaimousa re same (.1).
06/25/23	Brian Nakhaimousa	1.70	Correspond with Kroll re disclosure statement motion exhibits (.1); review and revise same (1.6).
06/25/23	Isabella J. Paretti	0.60	Review, revise reply re disclosure statement.
06/25/23	Margaret Reiney	1.20	Correspond with J. Ryan, K&E team re plan (.5); review, revise plan (.4); review correspondence re same (.3).
06/25/23	Jimmy Ryan	1.50	Conference with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.3); review, revise chapter 11 plan (.5); correspond with M. Reiney, K&E team re same (.7).
06/26/23	Trevor Eck	6.00	Draft notices of revised plan and disclosure statement (2.2); correspond with R. Jacobson re same (.1); review, revise disclosure statement order (.2); research re solicitation (1.6); research re third-party releases (.6); review, revise cover letter (1.3).
06/26/23	Rob Jacobson	5.30	Review, revise disclosure statement order exhibits (1.4); review, revise cover letter (.8); review, analyze plan, disclosure statement (.6); review, revise disclosure statement order (.7); conferences with F. Petrie, M. Reiney re plan, disclosure statement status, related workstreams (.3); review, revise ballots (1.2); research, review precedent re same (.3).
06/26/23	Mike James Koch	1.70	Review, revise disclosure statement (1.5); correspond with F. Petrie, C. Okike, K&E team re same (.2).
06/26/23	Brian Nakhaimousa	3.20	Review, revise disclosure statement motion exhibits (2.9); correspond with R. Jacobson, K&E team, Kroll re same (.3).
06/26/23	Christine A. Okike, P.C.	3.10	Review and revise plan.
06/26/23	Isabella J. Paretti	0.90	Conference with B. Nakhaimousa re disclosure statement considerations (.2); research re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Francis Petrie	8.70	Correspond with Cole Schotz re case calendar and hearings (.5); telephone conferences with Company re disclosure statement contents (.6); review and revise disclosure statement (3.2); review and analyze settlement order and motion (2.5); office conferences with R. Jacobson, K&E team re deal documents (.3); review and revise plan (.9); review and revise disclosure statement order exhibits (.7).
06/26/23	Margaret Reiney	2.30	Review, revise plan (.8); correspond with J. Ryan, K&E team re same (.6); review, revise disclosure statement (.5); correspond with K&E team, M. Koch re same (.4).
06/26/23	Jimmy Ryan	3.40	Correspond with F. Petrie, K&E team re 9019 settlement agreement (.2); review, revise same (.2); research re consensual third-party releases (.5); review, revise chapter 11 plan (1.6); correspond with F. Petrie, K&E team re same (.9).
06/26/23	Michael B. Slade	1.60	Review and revise disclosure statement.
06/26/23	Josh Sussberg, P.C.	0.50	Correspond with Company re plan and disclosure statement (.1); telephone conference with M3 re same (.2); telephone conference with BRG re same (.2).
06/27/23	Trevor Eck	5.20	Research re solicitation standards (1.1); review, revise disclosure statement order (1.5); review, revise exhibits re same (1.2); review, revise notices of revised plan and disclosure statement (1.4).
06/27/23	Rob Jacobson	6.60	Review, revise ballots, exhibits, cover note re plan, disclosure statement filings (1.3); research re same (1.2); correspond with Company re same (.3); review, analyze solicitation process, issues (1.5); conference with B. Nakhaimousa, Kroll re same (.6); review, revise notices of filing revised plan, disclosure statement documents (.9); review, revise plan, disclosure statement re filing versions (.7); correspond with Cole Schotz team re filing of plan, disclosure statement (.1).
06/27/23	Mike James Koch	6.40	Review, revise disclosure statement (3.9); correspond with C. Okike, K&E team re same (.4); review, analyze caselaw, precedent re same (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Brian Nakhaimousa	2.40	Conference with Kroll, R. Jacobson re solicitation (.6); review, revise disclosure statement motion exhibits (1.8).
06/27/23	Christine A. Okike, P.C.	5.80	Review, revise plan (1.5); review, revise disclosure statement (3.2); review, revise ballots (.3); telephone conference with JPLs, Walkers, Haynes and Boone, F. Petrie, and K&E team re plan (.8).
06/27/23	Anne G. Peetz	2.10	Review, revise plan.
06/27/23	Francis Petrie	15.90	Review and revise plan documents (3.9); conferences with M. Reiney, K&E team re same (.6); telephone conferences with C. Okike, K&E team, BRG re next steps (.8); review and revise recovery and disclosure statement analysis (3.8); correspond with R. Jacobson, K&E team re solicitation strategy and timing (.3); further revise plan, disclosure statement (3.9); review, revise solicitation materials (2.6).
06/27/23	Francis Petrie	0.90	Telephone conference with Walkers, JPLs, C. Okike, K&E team re plan (.8); revise plan re discussion of international issues (.1).
06/27/23	Margaret Reiney	2.40	Review, revise disclosure statement (1.1); review, revise plan (.7); conference with F. Petrie, K&E team re same (.6).
06/27/23	Jimmy Ryan	2.50	Correspond with M. Reiney, K&E team re chapter 11 plan (.6); review, revise same (1.9).
06/27/23	Michael B. Slade	2.10	Review and revise disclosure statement.
06/27/23	Josh Sussberg, P.C.	0.40	Correspond with Haynes and Boone re plan status (.1); telephone conference with M3 re same (.2); correspond with Company re revised plan and disclosure statement (.1).
06/28/23	Cade C. Boland	1.50	Review disclosure statement.
06/28/23	Trevor Eck	2.80	Review, revise disclosure statement order exhibits (1.8); review, revise notice re same (.5); research precedent re exclusivity (.5).
06/28/23	Rob Jacobson	1.10	Review, revise proposed filing disclosure statement (.9); correspond with M. Reiney, F. Petrie, K&E team re Committee objection, plan and disclosure statement filings (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Mike James Koch	2.60	Review, revise disclosure statement (2.2); correspond with F. Petrie, K&E team re same (.2); prepare same for filing (.2).
06/28/23	Sarah R. Margolis	1.10	Draft stipulation re SEC settlement (.7); correspond with F. Petrie re same (.2); correspond with Cole Schotz re same (.2).
06/28/23	Brian Nakhaimousa	0.70	Conference with I. Paretti re disclosure statement reply.
06/28/23	Anne G. Peetz	1.00	Review and revise disclosure statement.
06/28/23	Jimmy Ryan	2.30	Review, revise chapter 11 plan (1.7); prepare to file same (.6).
06/28/23	Michael B. Slade	1.90	Telephone conference with C. Okike, F. Petrie re briefing and draft outline re exclusivity.
06/29/23	Trevor Eck	1.00	Review, revise disclosure statement order, exhibits.
06/29/23	Richard U. S. Howell, P.C.	1.00	Prepare for and attend conference to develop litigation strategy in advance of confirmation hearing (.6); review correspondence re claims settlements and discussions with Committee (.4).
06/29/23	Rob Jacobson	3.00	Review, revise disclosure statement order (1.2); review, revise exhibits re same (1.8).
06/29/23	Mike James Koch	0.70	Conference with F. Petrie, K&E team re exclusivity, strategic considerations.
06/29/23	Sarah R. Margolis	1.30	Research case law re exclusivity.
06/29/23	Brian Nakhaimousa	3.50	Review, analyze precedent, considerations re disclosure statement reply.
06/29/23	Christine A. Okike, P.C.	1.90	Review solicitation materials.
06/29/23	Matt Pacey, P.C.	1.00	Review and revise disclosure statement.
06/29/23	Anne G. Peetz	0.50	Correspond with C. Okike re SEC comments to disclosure statement.
06/29/23	Francis Petrie	5.80	Telephone conference with Company team re exclusivity cross-motion objection (.7); review case law and related communications re same (1.7); review, analyze objection case law, cross-motion research (3.4).
06/29/23	Francis Petrie	1.80	Telephone conference with company re communications strategy and plan (.7); review case law re solicitation status (1.1).
06/29/23	Michael B. Slade	2.30	Review, revise reply re exclusivity.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Trevor Eck	1.60	Review, revise disclosure statement order exhibits (1.4); correspond with B. Nakhaimousa, K&E team re same (.2).
06/30/23	Rob Jacobson	4.60	Review, revise amended disclosure statement exhibits (3.9); correspond with B. Nakhaimousa, K&E team re same (.2); correspond with Company re same (.1); review, revise cover letter (.4).
06/30/23	Sarah R. Margolis	0.30	Telephone conference with C. Morris re UCC motion.
06/30/23	Brian Nakhaimousa	2.10	Review, revise disclosure statement motion exhibits (1.6); correspond with T. Eck, R. Jacobson re same (.2); conferences with BRG re plan solicitation (.3).
06/30/23	Christine A. Okike, P.C.	2.40	Review and revise solicitation package.
06/30/23	Christine A. Okike, P.C.	0.50	Telephone conference with SEC re plan.
06/30/23	Christine A. Okike, P.C.	0.50	Correspond with F. Petrie, K&E team re same.
06/30/23	Matt Pacey, P.C.	1.50	Review and revise disclosure statement.
06/30/23	Anne G. Peetz	2.30	Prepare for telephone conference with SEC re plan comments (1.3); telephone conference with SEC re same (.7); correspond with Company re same (.3).
Total		270.50	

Document Page 388 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082783
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,220.00

Total legal services rendered

\$ 2,220.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	1.20	1,850.00	2,220.00
TOTALS	1.20		\$ 2,220.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/23	Christine A. Okike, P.C.	0.40	Telephone conference with JPLs, Company, Walkers, Haynes and Boone and K&E teams re international key work streams.
06/29/23	Christine A. Okike, P.C.	0.80	Telephone conference with JPLs, Company, Walkers, Haynes and Boone and K&E teams re international key work streams.
Total		1.20	

Document Page 391 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082784
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 44,537.50

Total legal services rendered

\$ 44,537.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.40	735.00	294.00
Julia R. Foster	3.30	480.00	1,584.00
Susan D. Golden	2.50	1,475.00	3,687.50
David Hackel	9.10	735.00	6,688.50
Rob Jacobson	11.80	1,155.00	13,629.00
Mike James Koch	2.00	735.00	1,470.00
Sarah R. Margolis	5.10	995.00	5,074.50
Francis Petrie	7.30	1,295.00	9,453.50
Margaret Reiney	2.30	1,155.00	2,656.50
TOTALS	43.80		\$ 44,537.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	David Hackel	0.30	Review, revise invoice re privilege, confidentiality.
06/01/23	Rob Jacobson	3.30	Review, revise K&E invoice re privilege and confidentiality.
06/01/23	Sarah R. Margolis	0.40	Review, revise invoice re privilege, confidentiality.
06/01/23	Margaret Reiney	1.10	Review, revise K&E invoice re privilege and confidentiality.
06/02/23	Sarah R. Margolis	1.00	Review, revise monthly fee statement cover sheet.
06/02/23	Margaret Reiney	1.20	Review, revise K&E invoice re privilege and confidentiality.
06/05/23	Sarah R. Margolis	0.70	Conference with I. Paretti, working group re K&E invoice review re privilege and confidentiality (.5); prepare for same (.2).
06/06/23	Rob Jacobson	2.00	Review, revise K&E invoice re privilege and confidentiality.
06/07/23	Julia R. Foster	1.60	Coordinate re NJ attorney registration re R. Howell, C. Boland, K. Welch, F. Petrie.
06/07/23	Rob Jacobson	3.50	Review, revise K&E invoice re privilege and confidentiality.
06/07/23	Mike James Koch	0.50	Review, revise cover sheet re K&E monthly fee statement.
06/08/23	Rob Jacobson	2.00	Review, revise K&E invoice re privilege and confidentiality.
06/10/23	Susan D. Golden	2.50	Review, revise K&E invoice for privilege and confidentiality.
06/10/23	Sarah R. Margolis	0.20	Review, revise K&E invoice re privilege and confidentiality.
06/11/23	David Hackel	0.70	Review, revise K&E invoice re privilege and confidentiality.
06/11/23	Sarah R. Margolis	0.70	Review, revise K&E invoice re privilege and confidentiality.
06/12/23	David Hackel	2.80	Research re K&E invoice re privilege and confidentiality, fee examiner, related filings, fee examiner memorandum (.8); review, analyze same (.9); revise e-mail memorandum re same (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Rob Jacobson	1.00	Review, revise K&E invoice re privilege and confidentiality.
06/12/23	Sarah R. Margolis	0.50	Review, revise K&E invoice re confidentiality considerations.
06/12/23	Francis Petrie	0.90	Review and revise K&E invoice re privilege and confidentiality.
06/21/23	David Hackel	0.80	Review, analyze correspondence from S. Golden, K&E team re fee examiner, fee examiner comments re K&E invoice, expense reports re same.
06/21/23	Francis Petrie	2.20	Review, revise K&E invoice re privilege and confidentiality.
06/22/23	Mike James Koch	1.50	Review, analyze K&E expenses, supporting documentation re fee examiner inquiries.
06/22/23	Francis Petrie	3.90	Review, revise K&E invoice re privilege and confidentiality.
06/23/23	Trevor Eck	0.40	Review, analyze K&E expenses, supporting documentation re fee examiner inquiries (.3); correspond with S. Margolis, K&E team re same (.1).
06/23/23	David Hackel	2.80	Review, analyze correspondence from R. Jacobson, S. Margolis, K&E team re fee examiner, related inquiries (.4); review, revise expense summary re same (.5); review, analyze expense reports, supporting documentation re same (1.9).
06/25/23	Sarah R. Margolis	0.60	Review, revise K&E invoice re privilege and confidentiality.
06/26/23	David Hackel	1.70	Review, revise fee examiner response tracker (.8); review, analyze expense report re same (.9).
06/26/23	Francis Petrie	0.30	Review K&E response re fee examiner inquiries.
06/27/23	Julia R. Foster	1.70	Review and revise K&E monthly fee statement (.8); prepare same for filing (.6); correspond with Cole Schotz re filing re same (.3).
06/27/23	Sarah R. Margolis	1.00	Review, revise K&E monthly fee statement for privilege and confidentiality.
Total		43.80	

Document Page 395 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082785
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 12,797.50

Total legal services rendered

\$ 12,797.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.30	735.00	955.50
Julia R. Foster	0.40	480.00	192.00
Susan D. Golden	0.90	1,475.00	1,327.50
Rob Jacobson	0.90	1,155.00	1,039.50
Mike James Koch	4.60	735.00	3,381.00
Sarah R. Margolis	3.10	995.00	3,084.50
Brian Nakhaimousa	0.70	995.00	696.50
Isabella J. Paretti	2.10	735.00	1,543.50
Margaret Reiney	0.50	1,155.00	577.50
TOTALS	14.50		\$ 12,797.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Trevor Eck	0.40	Correspond with Cole Schotz, Deloitte, R. Jacobson, K&E team re Deloitte retention, U.S. Trustee comments.
06/02/23	Sarah R. Margolis	0.20	Review, revise fee examiner order (.1); draft summary re same (.1).
06/06/23	Susan D. Golden	0.40	Correspond with proposed fee examiner re status conference.
06/06/23	Mike James Koch	0.20	Correspond with Berkeley Research Group, Moelis re supplemental declaration considerations.
06/07/23	Mike James Koch	0.70	Correspond with Berkeley Research Group, Moelis re supplemental declaration considerations (.4); correspond with R. Jacobson, B. Nakhaimousa re same (.3).
06/07/23	Sarah R. Margolis	0.80	Draft summary re proposed fee examiner order.
06/09/23	Susan D. Golden	0.50	Telephone conference with proposed fee examiner, F. Petrie, M. Reiney re fee examiner expectations and protocols.
06/09/23	Margaret Reiney	0.50	Telephone conference with proposed fee examiner, F. Petrie, S. Golden re fee examiner expectations and protocols.
06/12/23	Mike James Koch	0.30	Correspond with Berkeley Research Group, Moelis re supplemental declarations.
06/13/23	Trevor Eck	0.70	Draft certificate of no objection re Moelis monthly fee statement (.5); correspond with R. Jacobson, K&E team, Moelis re same (.2).
06/13/23	Mike James Koch	0.10	Correspond with Berkeley Research Group re supplemental declaration.
06/14/23	Mike James Koch	0.10	Correspond with Moelis re supplemental declaration.
06/16/23	Mike James Koch	0.20	Review, analyze supplemental Moelis declaration (.1); correspond with B. Nakhaimousa, K&E team re same (.1).
06/19/23	Mike James Koch	0.80	Correspond with Berkeley Research Group, Moelis re supplemental declarations (.1); conference with Moelis re same (.3); review, revise Berkeley Research Group, Moelis supplemental declarations (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/23	Sarah R. Margolis	0.30	Correspond with F. Petrie, Company re McCarter & English invoices.
06/20/23	Trevor Eck	0.20	Review, analyze Deloitte retention order.
06/20/23	Mike James Koch	0.10	Correspond with Berkeley Research Group re supplemental declaration.
06/20/23	Brian Nakhaimousa	0.20	Correspond with Deloitte, Cole Schotz re Deloitte supplemental declaration.
06/23/23	Sarah R. Margolis	1.50	Review, analyze fee examiner issues (1.0); draft summary responses re same (.3); telephone conference with D. Hackel, T. Eck re same (.2).
06/26/23	Mike James Koch	0.50	Review, revise Moelis, Berkeley Research Group supplemental declarations (.3); correspond with R. Jacobson, Moelis, Berkeley Research Group re same (.1); conference with Berkeley Research Group re same (.1).
06/26/23	Sarah R. Margolis	0.30	Review, analyze fee examiner responses (.2); correspond with D. Hackel re same (.1).
06/28/23	Julia R. Foster	0.40	Compile Committee filed fee statements.
06/29/23	Mike James Koch	1.60	Review, analyze UCC fee applications, UCC monthly fee statements (1.1); draft tracker re same (.2); correspond with S. Margolis, K&E team re same (.3).
06/30/23	Rob Jacobson	0.90	Review, analyze Berkeley Research Group staffing report (.8); correspond with Cole Schotz re filing re same (.1).
06/30/23	Brian Nakhaimousa	0.50	Review Moelis monthly fee statement (.3); correspond with Moelis re same (.1); conference with Moelis re same (.1).
06/30/23	Isabella J. Paretti	2.10	Review, revise summary re professionals' fees (1.3); correspond with S. Margolis re same (.1); research 327 professionals re same (.2); review Berkeley Research Group fee statements (.5).
Total		14.50	

Document Page 399 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082787
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 14,395.50

Total legal services rendered

\$ 14,395.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	6.20	1,155.00	7,161.00
Michael B. Slade	3.90	1,855.00	7,234.50
TOTALS	10.10		\$ 14,395.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Michael B. Slade	1.30	Travel from Chicago, IL to New York, NY for mediation (billed at half time).
06/07/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re mediation (billed at half time).
06/23/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re mediation (billed at half time).
06/26/23	Rob Jacobson	3.20	Travel from Chicago, IL to New York, NY re revised disclosure statement, plan documentation, and filing re same (billed at half time).
06/28/23	Rob Jacobson	3.00	Travel from New York, NY to Chicago, IL re revised disclosure statement, plan documentation and filing re same (billed at half time).
Total		10.10	

Document Page 402 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082788
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 4,950.50

Total legal services rendered

\$ 4,950.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.40	1,475.00	590.00
Rob Jacobson	3.00	1,155.00	3,465.00
Sarah R. Margolis	0.90	995.00	895.50
TOTALS	4.30		\$ 4,950.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Susan D. Golden	0.40	Correspond with F. Petrie re redaction questions raised by U.S. Trustee (.2); review supporting documentation re same (.2).
06/22/23	Rob Jacobson	3.00	Review, comment on monthly operating reports (2.8); correspond with S. Margolis, Berkeley Research Group team re same (.2).
06/22/23	Sarah R. Margolis	0.90	Review, revise monthly operating reports (.7); correspond with R. Jacobson re same (.1); correspond with Berkeley Research Group re same (.1).
Total		4.30	

Document Page 405 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082789
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 60,856.00

Total legal services rendered

\$ 60,856.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	23.50	1,605.00	37,717.50
Christine A. Okike, P.C.	7.70	1,850.00	14,245.00
Francis Petrie	3.00	1,295.00	3,885.00
Michael B. Slade	2.70	1,855.00	5,008.50
TOTALS	36.90		\$ 60,856.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Bob Allen, P.C.	1.10	Conference with M. Slade re regulatory matters (.1); review documents from Department of Justice re FTX information requests (1.0).
06/01/23	Michael B. Slade	0.60	Correspond with A. Schrader re regulatory inquiries (.2); review document production re same (.4).
06/02/23	Christine A. Okike, P.C.	0.30	Correspond with SEC re coin analysis.
06/04/23	Christine A. Okike, P.C.	0.90	Analyze regulatory issues.
06/05/23	Christine A. Okike, P.C.	1.40	Review and revise stipulation with SEC.
06/06/23	Christine A. Okike, P.C.	0.50	Telephone conference with SEC re plan.
06/08/23	Christine A. Okike, P.C.	1.50	Conference with SEC re plan (1.0); follow up with SEC re customer claims (.5).
06/09/23	Bob Allen, P.C.	1.50	Correspond with California regulator re information requests (.8); conference with M. Slade re same (.2); conference with Company re same (.5).
06/09/23	Michael B. Slade	0.20	Correspond with B. Allen, K&E team re 3AC.
06/12/23	Bob Allen, P.C.	0.10	Conference with M. Slade re Department of Justice witness requests.
06/13/23	Bob Allen, P.C.	2.10	Conference with Company re regulatory issues (.5); revise talking points re state regulatory issues (1.0); review underlying materials re same (.4); conference with M. Slade re Department of Justice strategy (.2).
06/14/23	Bob Allen, P.C.	0.40	Revise talking points re California regulators.
06/15/23	Bob Allen, P.C.	3.20	Conference with various State regulators re regulatory (.6); review materials re preparation re same (.6); correspond with Company re same (.3); review documents re FTX interactions (1.3); draft presentation for Department of Justice re same (.4).
06/16/23	Bob Allen, P.C.	1.10	Conference with Company re State regulator investigation (.5); draft talking points re conference with Department of Justice (.6).
06/19/23	Bob Allen, P.C.	2.50	Draft talking points re conference with Department of Justice re FTX representations.
06/20/23	Bob Allen, P.C.	0.20	Conference with M. Slade re talking points re state regulatory matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/23	Bob Allen, P.C.	1.20	Conference with Department of Justice re FTX and Alameda interactions (.6); review materials re preparation re same (.2); conference with M. Slade re same (.2); correspond with Company re same (.2).
06/21/23	Christine A. Okike, P.C.	0.60	Review and revise SEC stipulation (.3); correspond with SEC re same (.3).
06/21/23	Francis Petrie	1.60	Correspond with Haynes and Boone re state claim reconciliation (.5); correlate data re same (.4); correspond with B. Allen, K&E team re state claim process (.2); correspond with Company, SEC re stipulation re same (.5).
06/21/23	Michael B. Slade	1.90	Review, analyze regulatory materials re conference with Department of Justice (1.5); conference with Department of Justice re same (.4).
06/22/23	Bob Allen, P.C.	2.40	Draft talking points re state regulator telephone conference (2.3); correspond with various state regulators re same (.1).
06/22/23	Francis Petrie	1.40	Finalize and file SEC stipulation.
06/25/23	Bob Allen, P.C.	1.80	Revise talking points re state regulatory considerations (1.1); review underlying materials re same (.7).
06/27/23	Bob Allen, P.C.	1.20	Conference with Company re regulatory investigations (.5); revise talking point to state BPY talking points (.7).
06/27/23	Christine A. Okike, P.C.	0.20	Analyze regulatory issues re plan.
06/28/23	Bob Allen, P.C.	1.60	Revise talking points re conference with state regulators (.8); review of underlying materials re same (.6); conference M. Slade re Department of Justice inquires (.2).
06/28/23	Christine A. Okike, P.C.	0.50	Analyze SEC plan issues.
06/29/23	Bob Allen, P.C.	2.20	Conference with regulators re state issue (1.3); conference with Company re Department of Justice request (.3); correspond with Company, C. Reum re same (.3); analyze Department of Justice requests re 3AC (.3).
06/29/23	Christine A. Okike, P.C.	1.60	Correspond with M. Pacey, A. Peetz re securities matters (.5); analyze SEC plan issues (.8); correspond with Company re same (.3).

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082789

BlockFi Inc.

Matter Number:

54119-25

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Bob Allen, P.C.	0.90	Correspond with Company re regulatory considerations (.2); conference with Company re regulatory updates and requests (.5); correspond with states re regulatory issues and related documents (.2).
06/30/23	Christine A. Okike, P.C.	0.20	Correspond with J. M. Pacey and A. Peetz re securities matters.
Total		36.90	

Document Page 410 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082790
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 93,589.00

Total legal services rendered

\$ 93,589.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	1.90	1,605.00	3,049.50
Cade C. Boland	14.10	985.00	13,888.50
Megan Buenviaje	0.20	475.00	95.00
Casey McGushin	12.10	1,415.00	17,121.50
Michael B. Slade	31.00	1,855.00	57,505.00
Katie J. Welch	1.70	1,135.00	1,929.50
TOTALS	61.00		\$ 93,589.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Michael B. Slade	0.60	Conference with Company re work in process re investigation matters.
06/05/23	Megan Buenviaje	0.20	Conference with K. Bleiweiss, K&E team re workflow status.
06/06/23	Cade C. Boland	0.50	Draft settlement letters.
06/06/23	Casey McGushin	0.70	Draft and revise demand letters re investigation issues (.5); correspond with M. Slade re same (.2).
06/06/23	Katie J. Welch	1.10	Review, analyze board conference minutes re investigation considerations (.9); correspond with M. Slade re same (.2).
06/08/23	Cade C. Boland	0.60	Conference with M. Slade, K&E team re investigation issues (.5); revise, review discovery requests re same (.1).
06/08/23	Casey McGushin	1.10	Review materials re proposed settlement terms (.6); conference with C. Boland, K&E team re settlement discussions (.5).
06/08/23	Michael B. Slade	1.10	Telephone conference with C. Boland, K&E team re investigation updates (.5); analyze settlement demands (.6).
06/08/23	Katie J. Welch	0.60	Conference with M. Slade, K&E team re investigation updates.
06/09/23	Casey McGushin	0.40	Review and revise discovery requests.
06/09/23	Michael B. Slade	1.20	Review term sheet re settlement.
06/10/23	Michael B. Slade	1.30	Review, revise term sheet re same.
06/11/23	Michael B. Slade	0.80	Review, revise term sheet re settlement.
06/13/23	Cade C. Boland	0.10	Review letters re potential settlement.
06/13/23	Michael B. Slade	1.20	Review, revise settlement proposals (1.0); correspond with C. McGushin re same (.2).
06/14/23	Bob Allen, P.C.	1.90	Analyze materials re Alameda proceedings.
06/14/23	Michael B. Slade	1.90	Review, analyze special committee demands re investigation and settlement (1.5); correspond with special committee re same (.4).
06/15/23	Casey McGushin	0.60	Review, analyze correspondences with Company re potential settlements (.4); correspond with M. Slade re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/23	Michael B. Slade	1.80	Correspond with C. McGushin re potential settlement re settlement proposals.
06/16/23	Michael B. Slade	1.80	Correspond with Company re potential settlements (1.0); conference with Company re same (.4); draft separation agreement (.4).
06/19/23	Michael B. Slade	1.60	Telephone conference with counsel for witness re investigation (.3); review, revise settlement proposals (1.3).
06/21/23	Michael B. Slade	3.20	Telephone conference with counsel for witness re investigation (.4); draft settlement summary re estate claims (2.8).
06/22/23	Casey McGushin	1.60	Draft settlement agreement (.8); draft summary chart re proposed settlement terms (.6); conference with M. Slade, Company re settlement (.2).
06/22/23	Michael B. Slade	2.60	Correspond with C. McGushin, Company re settlement (2.4); conference with M. McGushin, Company re same (.2).
06/23/23	Casey McGushin	0.30	Review, revise chart re potential settlement terms.
06/24/23	Casey McGushin	1.90	Draft proposed settlement agreement (1.0); revise proposed settlement agreement (.9).
06/25/23	Casey McGushin	2.40	Draft settlement agreement (1.0); revise settlement agreement section re insiders re 9019 motion considerations (1.1); conference with M. Slade, K&E team, Haynes and Boone, Cole Schotz re potential settlement (.3).
06/25/23	Michael B. Slade	1.10	Telephone conference with C. McGushin, K&E team, Cole Schotz, Haynes and Boone re settlement strategy (.3); review, revise letter to opposing counsel re settlement (.8).
06/26/23	Cade C. Boland	2.90	Review settlement agreement (.3); review confidentiality order re same (.3); conference with M. Slade, K&E team re investigation K&E (.3); revise memorandum re special committee findings (2.0).
06/26/23	Casey McGushin	0.90	Draft settlement agreement (.5); conference with M. Slade, K&E team re discovery re investigation mediation matters (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Michael B. Slade	1.70	Conference with C. Boland, K&E team re investigation (.3); draft settlement agreement (1.1); correspond re protective order re same (.3).
06/27/23	Cade C. Boland	5.20	Draft summary re FTX banking report (1.3); revise special committee memorandum re investigation (3.9).
06/27/23	Michael B. Slade	1.80	Correspond with UCC re discovery requests re investigation (.4); conference with settlement parties re settlement draft (.9); review UCC pleadings (.5).
06/28/23	Michael B. Slade	0.70	Telephone conference with Haynes and Boone and Cole Schotz re investigation (.5); review subpoenas re investigation issues (.2).
06/29/23	Cade C. Boland	4.80	Conference with M. Slade, K&E team re investigation considerations (.4); revise memorandum re investigation (.5); review deposition transcripts re investigation re confidentiality designations (3.9).
06/29/23	Casey McGushin	0.40	Conference with M. Slade and K&E team re investigation and UCC filings.
06/29/23	Michael B. Slade	3.50	Conference with Company management counsel settlement agreements (.5); conference with C. McGushin, K&E team re settlement considerations (.3); review documents re investigation re de-designation of confidentiality (2.7).
06/30/23	Casey McGushin	1.80	Conference with Company re proposed settlement re investigation (.4); draft settlement and separation agreement (1.4).
06/30/23	Michael B. Slade	3.10	Review investigation-related documents re confidentiality considerations (1.7); review, revise proposed settlement agreement (.3); telephone conference with Company re subpoena, production considerations (1.1).
Total		61.00	

Document Page 415 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082792
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,730.00

Total legal services rendered

\$ 5,730.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	3.80	1,155.00	4,389.00
Mike James Koch	0.20	735.00	147.00
Sarah R. Margolis	1.20	995.00	1,194.00
TOTALS	5.20		\$ 5,730.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Rob Jacobson	2.00	Review, comment on proposed responses to creditor inquiries (1.0); correspond and telephone conference with J. Ryan re same (.6); draft response to creditor inquiry (.4).
06/02/23	Sarah R. Margolis	0.90	Correspond with M. Reiney, R. Jacobson re claimant inquiry (.3); summarize attempted wire transfer issue (.6).
06/06/23	Rob Jacobson	1.10	Correspond with S. Margolis re creditor inquiry (.3); review, analyze correspondence re same (.5); review, analyze issues re same (.3).
06/15/23	Sarah R. Margolis	0.20	Telephone conference with creditor re claim inquiry (.1); review, analyze same (.1).
06/19/23	Mike James Koch	0.20	Correspond with M. Reiney re claimant inquiry (.1); correspond with claimant re same (.1).
06/21/23	Sarah R. Margolis	0.10	Correspond with M. Koch, K&E team re claimant inquiries.
06/27/23	Rob Jacobson	0.70	Draft responses to pro se inquires.
Total		5.20	

Document Page 418 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082793
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 48,599.00

Total legal services rendered

\$ 48,599.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	14.50	1,155.00	16,747.50
Sarah R. Margolis	2.90	995.00	2,885.50
Christine A. Okike, P.C.	8.30	1,850.00	15,355.00
Isabella J. Paretti	8.80	735.00	6,468.00
Francis Petrie	5.20	1,295.00	6,734.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	39.90		\$ 48,599.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Rob Jacobson	3.50	Review, comment on wallet user interface materials (1.9); correspond with C. Okike re same (.2); correspond with company re same (.1); telephone conference with Company, UCC, UCC advisors re wallet withdrawal relief, timing, communications (.7); review, comment on Walkers' pleadings re Bermuda proceedings (.5); correspond with C. Okike re same (.1).
06/01/23	Christine A. Okike, P.C.	2.40	Review Wallet reconciliation and withdrawal process (.3); prepare for telephone conference with Company, Brown Rudnick, M3, Elementus and K&E teams re Wallet reconciliation and withdrawal process (.1); telephone conference with Company, Brown Rudnick, M3, Elementus and K&E teams re Wallet reconciliation and withdrawal process (.8); follow up with Company re same (.3); review Wallet communications materials (.9).
06/01/23	Francis Petrie	1.20	Telephone conference with Company, UCC team re wallet treatment and path forward (.5); correspond with R. Jacobson, K&E team re wallet treatment (.7).
06/01/23	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie re wallet distribution.
06/02/23	Christine A. Okike, P.C.	1.60	Review Wallet communications (1.1); telephone conference with Company and C Street re same (.5).
06/02/23	Francis Petrie	1.10	Review and revise demand letter re wallet accounts (.7); correspond with R. Jacobson, C. Okike re same (.4).
06/05/23	Rob Jacobson	2.00	Draft wallet response letter to demand letter (1.1); correspond with F. Petrie, C. Okike re same (.5); correspond with S. Margolis, K&E team re pleadings re same (.4).
06/05/23	Sarah R. Margolis	2.20	Telephone conference with J. Ryan re creditor inquiry re wallet funds (.3); correspond with I. Paretti re same (.1); research case law re same (.1); research precedent re motion to lift stay, motion to show cause (.5); draft objection re same (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Isabella J. Paretti	0.60	Correspond with M. Koch, K&E team re wallet research (.2); conference with C. Tremblay re same (.2); correspond with R. Jacobson, K&E team re demand letter re wallet related considerations (.2).
06/05/23	Francis Petrie	0.70	Review and revise wallet demand letter (.4); correspond with R. Jacobson re same (.3).
06/06/23	Rob Jacobson	1.40	Review, revise wallet response letter (.9); correspond with C. Okike, F. Petrie re same (.3); correspond with Company re same (.2).
06/07/23	Rob Jacobson	0.90	Review, revise wallet response letter (.7); correspond with opposing counsel re same (.2).
06/07/23	Christine A. Okike, P.C.	0.60	Review Wallet demand letter (.2); correspond with F. Petrie re same (.1); review Wallet communications (.3).
06/08/23	Christine A. Okike, P.C.	0.10	Review Wallet communication to BMA.
06/09/23	Sarah R. Margolis	0.40	Review correspondence, presentation re wallet claims, distribution (.1); correspond with I. Paretti re same (.3).
06/09/23	Christine A. Okike, P.C.	0.40	Review Wallet correspondence (.2); correspond with Brown Rudnick re Wallet withdrawals (.2).
06/12/23	Christine A. Okike, P.C.	0.20	Review Wallet communications from C. Street.
06/12/23	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team, C Street re wallet holder communication.
06/13/23	Rob Jacobson	0.80	Review, comment on user interface labels (.6); correspond with C. Okike re same (.1); correspond with Company re same (.1).
06/15/23	Rob Jacobson	1.20	Review, revise app description for apple app store re wallet relief updates (.9); correspond with F. Petrie re same (.1); review, revise same re same (.2).
06/16/23	Christine A. Okike, P.C.	0.90	Correspond with Company and Brown Rudnick re beta testing wallet withdrawals (.3); telephone conference with Company and Brown Rudnick re same (.4); correspond with R. Jacobson re Wallet comfort order (.2).
06/20/23	Isabella J. Paretti	2.60	Research re comfort orders (.6); draft order, motion re wallet relief (1.8); conference with F. Petrie, B. Nakhaimousa re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Francis Petrie	0.20	Correspond with M. Eckard re wallet withdrawal logistics.
06/21/23	Rob Jacobson	1.30	Review, comment on wallet order (1.2); correspond with I. Paretti, F. Petrie re same (.1).
06/21/23	Isabella J. Paretti	4.30	Review, revise comfort order re wallet relief (2.8); correspond with R. Jacobson re same (.3); draft application in lieu of a motion re same (.8); research re same (.4).
06/22/23	Rob Jacobson	1.30	Review, comment on wallet order re transaction fees (1.2); correspond with I. Paretti re same (.1).
06/22/23	Isabella J. Paretti	0.70	Review, revise comfort motion re wallet relief (.3); correspond with R. Jacobson re same (.2); correspond with F. Petrie re same (.2).
06/26/23	Sarah R. Margolis	0.30	Telephone conference with claimant re wallet order (.2); conference with R. Jacobson re same (.1).
06/26/23	Francis Petrie	0.40	Review communications materials re wallet withdrawals.
06/28/23	Rob Jacobson	0.90	Review, comment on user interface updates (.7); correspond with C. Okike re same (.1); correspond with Company re same (.1).
06/28/23	Christine A. Okike, P.C.	0.30	Review Wallet comfort application.
06/28/23	Isabella J. Paretti	0.60	Review, revise comfort order (.3); conference with F. Petrie re same (.1); correspond with Company, C. Okike, K&E team re same (.2).
06/28/23	Francis Petrie	0.60	Finalize and file wallet comfort order (.3); correspond with R. Jacobson re same (.3).
06/29/23	Rob Jacobson	1.20	Review, revise wallet comfort order (.5); prepare filing version re same (.4); correspond with Company, F. Petrie re same (.2); correspond with Cole Schotz team re filing re same (.1).
06/29/23	Christine A. Okike, P.C.	1.80	Review and comment on Wallet withdrawal deck.
06/30/23	Francis Petrie	0.60	Telephone conference with Reed Smith re wallet order and status (.3); review order (.2); correspond with R. Jacobson, K&E team re same (.1).
Total		39.90	

July 2023

Document Page 424 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084070
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 318,974.50

Total legal services rendered

\$ 318,974.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan Bowsher	3.60	395.00	1,422.00
Trevor Eck	14.00	885.00	12,390.00
Richard U. S. Howell, P.C.	11.50	1,620.00	18,630.00
Rob Jacobson	9.60	1,245.00	11,952.00
Mike James Koch	3.80	885.00	3,363.00
Sarah R. Margolis	20.20	1,155.00	23,331.00
Casey McGushin	44.50	1,415.00	62,967.50
Brian Nakhaimousa	1.80	1,155.00	2,079.00
Nick Nielson	2.30	1,080.00	2,484.00
Christine A. Okike, P.C.	15.90	1,850.00	29,415.00
Isabella J. Parette	9.70	885.00	8,584.50
Francis Petrie	35.20	1,375.00	48,400.00
Margaret Reiney	6.30	1,245.00	7,843.50
Jimmy Ryan	11.00	995.00	10,945.00
Alexandra Schrader	14.80	1,080.00	15,984.00
Michael B. Slade	24.00	1,855.00	44,520.00
Josh Sussberg, P.C.	4.20	2,045.00	8,589.00
Katie J. Welch	5.00	1,215.00	6,075.00
TOTALS	237.40		\$ 318,974.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/23	Trevor Eck	3.80	Draft exclusivity reply.
07/01/23	Sarah R. Margolis	1.60	Research case law re conversion standard re Committee cross-motion (1.0); draft responsive brief re same (.6).
07/01/23	Isabella J. Paretti	3.90	Review, revise reply re disclosure statement objection (2.4); correspond with B. Nakhaimousa re same (.1); research case law re same (1.4).
07/01/23	Margaret Reiney	1.60	Review, revise response to objection re exclusivity (1.1); correspond with J. Ryan, K&E team re same (.5).
07/01/23	Jimmy Ryan	0.50	Correspond with M. Reiney, K&E team re response to objection to exclusivity motion.
07/02/23	Trevor Eck	7.10	Draft exclusivity reply re committee cross motion (3.9); research, analyze caselaw re same (1.0); review, analyze Committee cross motion re same (.8); review, analyze precedent re same (1.4).
07/02/23	Rob Jacobson	5.60	Draft exclusivity reply (3.9); correspond with T. Eck, K&E team re same (.2); correspond with I. Paretti, B. Nakhaimousa re case law summary (.2); review, analyze same (1.3).
07/02/23	Mike James Koch	0.40	Review, revise responsive pleading to chapter 11 trustee motion (.3); correspond with F. Petrie re same (.1).
07/02/23	Sarah R. Margolis	5.90	Research case law re conversion standard (1.0); draft brief re same (1.7); review, analyze motion to convert (.5); correspond with I. Paretti re same (.3); correspond with M. Reiney re same (.1); correspond with M. Koch, B. Nakhaimousa, F. Petrie re same (.1); research case law re conversion standard, cross-motion (.5); draft brief re same (1.7).
07/02/23	Casey McGushin	5.20	Draft and revise 9019 agreement (4.6); draft and revise settlement agreements (.6).
07/02/23	Brian Nakhaimousa	1.50	Draft disclosure statement reply.
07/02/23	Christine A. Okike, P.C.	0.50	Telephone conference with Cole Schotz, Haynes and Boone and K&E teams re litigation strategy.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/23	Christine A. Okike, P.C.	1.50	Review and comment on 9019 settlement agreement, including separation and release agreements.
07/02/23	Isabella J. Paretti	2.20	Review, revise reply re disclosure statement (1.5); research precedent re same (.7).
07/02/23	Isabella J. Paretti	2.70	Review, revise summary re caselaw re exclusivity objection (2.0); correspond with B. Nakhaimousa re same (.2); correspond with R. Jacobson re same (.2); compile cases re same (.3).
07/02/23	Jimmy Ryan	0.50	Review correspondence with F. Petrie, K&E team re response to objection to exclusivity motion.
07/02/23	Alexandra Schrader	1.10	Review and revise draft settlement agreements.
07/02/23	Michael B. Slade	2.70	Review, revise hearing talking points re 9019 motion (.3); draft and revise response brief (1.1); revise settlement agreements (.7); correspond with F. Petrie re same (.6).
07/02/23	Josh Sussberg, P.C.	1.90	Review, analyze Committee motion to terminate exclusivity (.4); correspond with F. Petrie re data re same for scheduling hearing (.1); conference with F. Petrie, K&E team re same and hearing (.5); further review Committee motion to terminate exclusivity (.6); draft talking points re scheduling conference (.2); correspond with Brown Rudnick re meet and confer (.1).
07/03/23	Trevor Eck	1.40	Review, revise exclusivity reply.
07/03/23	Richard U. S. Howell, P.C.	0.80	Draft correspondence to counterparties re ongoing settlement discussions.
07/03/23	Sarah R. Margolis	6.70	Review, revise reply re exclusivity objection (3.9); research case law re same (2.8).
07/03/23	Casey McGushin	0.20	Conference with M. Slade re settlement agreement terms.
07/03/23	Isabella J. Paretti	0.90	Review reply re disclosure statement (.7); conference with R. Jacobson, B. Nakhaimousa re same (.2).
07/03/23	Francis Petrie	3.80	Review and revise exclusivity objection.
07/03/23	Michael B. Slade	0.90	Review and revise settlement agreements.
07/03/23	Michael B. Slade	0.30	Telephone conference with C. McGushin re exclusivity reply and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/04/23	Sarah R. Margolis	6.00	Review, revise reply re exclusivity objection (3.9); research case law re same (2.1).
07/04/23	Casey McGushin	1.40	Draft and revise settlement motion.
07/04/23	Francis Petrie	2.70	Review and revise objection to cross-motion.
07/04/23	Michael B. Slade	1.20	Review and revise exclusivity reply.
07/05/23	Trevor Eck	1.70	Draft summary re disclosure statement objections.
07/05/23	Richard U. S. Howell, P.C.	0.90	Review materials re claims settlements (.6); correspond with C. McGushin, M. Slade, K&E team re open litigation issues (.3).
07/05/23	Rob Jacobson	4.00	Review, analyze objections of SEC, FTX, 3AC to disclosure statement (2.6); review, comment on materials re same (1.3); correspond with T. Eck, F. Petrie re same (.1).
07/05/23	Mike James Koch	3.40	Draft response brief re exclusivity considerations (3.3); correspond with J. Ryan re same (.1).
07/05/23	Casey McGushin	3.30	Draft 9019 motion.
07/05/23	Nick Nielson	2.30	Telephone conferences with C. McGushin, K&E team re case status, next steps (.7); review, analyze Committee report (1.0); review, revise 9019 motion (.6).
07/05/23	Francis Petrie	5.90	Review, revise brief on exclusivity (3.9); research, analyze caselaw re same (2.0).
07/05/23	Jimmy Ryan	3.60	Correspond with F. Petrie, K&E team re response to objection to exclusivity extension motion (.3); draft same (3.3).
07/05/23	Alexandra Schrader	3.10	Review and revise draft motion insert (2.0); review Committee cross-motion (1.1).
07/05/23	Michael B. Slade	3.80	Review and revise exclusivity reply brief (2.1); review and revise settlement motion (1.7).
07/05/23	Josh Sussberg, P.C.	0.20	Correspond with Haynes and Boone re FTX objection (.1); correspond with K&E team re 9019 and report (.1).
07/06/23	Richard U. S. Howell, P.C.	2.50	Review, revise draft Committee exclusivity and cross-motion pleadings (1.4); review supporting documents re sealing motion hearing (.5); review supporting documents in preparation for contested hearing (.6).
07/06/23	Casey McGushin	2.10	Draft deposition preparation outline re deposition of S. Vogel.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone and K&E teams re litigation strategy.
07/06/23	Francis Petrie	3.40	Review and revise exclusivity reply brief.
07/06/23	Michael B. Slade	3.70	Telephone conference with A. Schrader and F. Petrie re exclusivity reply (.6); review, revise 9019 motion (1.4). review, revise exclusivity reply brief (1.7).
07/06/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re 9019 and status.
07/07/23	Richard U. S. Howell, P.C.	0.40	Correspond with C. Okike and K&E team re open litigation issues.
07/07/23	Richard U. S. Howell, P.C.	1.00	Review, analyze draft objection to motion to terminate exclusivity and comment re to same.
07/07/23	Casey McGushin	2.20	Draft and revise preparation outline for deposition prep with S. Vogel.
07/07/23	Casey McGushin	1.40	Review and revise exclusivity reply.
07/07/23	Christine A. Okike, P.C.	0.50	Review reply to Committee exclusivity objection.
07/07/23	Francis Petrie	8.80	Review sealing objection (1.2); telephone conferences with M. Slade re exclusivity objection (1.8); review and revise plan pleading (3.8); review precedent case law re same (2.0).
07/07/23	Alexandra Schrader	3.80	Research, analyze case law re motions to strike (3.5); correspond with Haynes and Boone re document production (.3).
07/07/23	Michael B. Slade	3.60	Review, revise settlement motion to seal re confidentiality issues (2.1); review and revise exclusivity reply brief (1.5).
07/07/23	Josh Sussberg, P.C.	1.10	Review and revise exclusivity reply (.5); correspond with F. Petrie, K&E team re same (.1); correspond with M. Slade, K&E team re sealing motion (.1); correspond with C. Okike, F. Petrie re 9019 (.4).
07/08/23	Casey McGushin	2.70	Draft and revise 9019 motion.
07/08/23	Alexandra Schrader	3.10	Research, analyze case law re motions to strike improper docket filings (1.2); revise opposition to motion to unseal (1.3); correspond with Haynes and Boone re document production (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/08/23	Michael B. Slade	2.90	Review and revise exclusivity reply brief (.9); review and revise motion to seal (.4); telephone conference with Company re same (.2); telephone conference with counsel for witness re settlement agreement (.2); review, revise settlement agreement re same (.2); review and revise settlement motion (1.0)
07/08/23	Josh Sussberg, P.C.	0.30	Correspond with F. Petrie, C. Okike, K&E team re exclusivity response and 9019.
07/09/23	Richard U. S. Howell, P.C.	1.30	Review multiple drafts of 9019 motion and related filings.
07/09/23	Casey McGushin	1.30	Draft deposition preparation outline re witness deposition.
07/09/23	Casey McGushin	1.80	Draft 9019 motion (1.4); coordinate negotiation and finalization of settlement agreements (.4).
07/09/23	Christine A. Okike, P.C.	1.60	Review, analyze Committee exclusivity objection (.6); review, revise reply to Committee exclusivity objection (1.0).
07/09/23	Christine A. Okike, P.C.	1.50	Review 9019 motion (1.0); review response to Committee motion to unseal report (.5).
07/09/23	Francis Petrie	4.30	Telephone conference with M. Slade re exclusivity brief (.2); review material filings re same (.8); correspond with J. Ryan re same (.3); review and revise document re exclusivity (1.0); review pleadings re same (.8); review and revise 9019 Motion (1.2).
07/09/23	Jimmy Ryan	1.80	Correspond with F. Petrie, K&E team re response to exclusivity motion objection (.2); research re same (1.6).
07/09/23	Katie J. Welch	1.50	Draft responses, objections to subpoena from Committee.
07/10/23	Megan Bowsher	3.60	Review, revise 9019 motion (2.8); prepare documents cited as exhibits re same (.8).
07/10/23	Richard U. S. Howell, P.C.	2.20	Review multiple drafts of pleadings relating to 9019 settlement of claims (.9); review correspondence from M. Slade, C. McGushin, Company re same (1.3).
07/10/23	Casey McGushin	8.80	Review and revise 9019 motion (3.3); further review, revise, and finalize 9019 motion (2.6); draft and coordinate finalizing supporting materials re same (2.3); correspond with M. Slade, K&E team re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Christine A. Okike, P.C.	2.00	Review, analyze response to exclusivity objection (1.1); review, analyze objections to disclosure statement (.9).
07/10/23	Francis Petrie	5.40	Review and revise 9019 Motion/Motion to Seal (2.2); correspond with M. Slade re final versions of pleadings (1.2); correspond with Company, J. Ryan, M. Reiney re same (1.6); coordinate filing of 9019 motion, reply pleadings (.4).
07/10/23	Margaret Reiney	3.90	Review, revise 9019 order (.8); review precedent re same (.5); correspond with F. Petrie, K&E team re same (.4); review, revise 9019 motion (1.6); review, revise, redact report (.6).
07/10/23	Jimmy Ryan	4.30	Draft motion to seal 9019 motion (2.8); correspond with F. Petrie, K&E team re 9019 motion and exclusivity reply (1.1); prepare same re filing (.4).
07/10/23	Alexandra Schrader	2.50	Review and finalize exclusivity, unsealing, and 9019 motions for filing.
07/10/23	Michael B. Slade	3.30	Review and revise 9019 pleadings (1.9); review and revise reply in support of exclusivity (1.4).
07/11/23	Casey McGushin	2.60	Draft and revise deposition preparation outline re witness deposition.
07/11/23	Brian Nakhaimousa	0.30	Review, analyze disclosure statement objections.
07/11/23	Christine A. Okike, P.C.	0.20	Telephone conference with J. Sussberg, M. Slade, K&E team re litigation strategy.
07/11/23	Alexandra Schrader	0.10	Review correspondence re investigation report and document production.
07/11/23	Josh Sussberg, P.C.	0.40	Correspond with F. Petrie, K&E team re 9019 motion and exclusivity (.1); conference with M. Sirota re same (.3).
07/12/23	Richard U. S. Howell, P.C.	1.50	Review correspondence from C. Okike re open litigation issues (.5); prepare for and attend witness deposition preparation session (1.0).
07/12/23	Casey McGushin	5.30	Prepare for deposition preparation session with witness (1.9); participate in preparation session re same (1.4); review and analyze documents to provide to witness re same (2.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/12/23	Christine A. Okike, P.C.	7.80	Review, analyze exclusivity motion, objection, reply (3.9); research, analyze caselaw re same (3.9).
07/12/23	Jimmy Ryan	0.30	Review, analyze Committee exclusivity reply.
07/12/23	Alexandra Schrader	0.10	Review correspondence from C. McGushin re deposition preparation materials.
07/12/23	Alexandra Schrader	0.30	Review Committee supplemental objection re second exclusivity motion.
07/12/23	Michael B. Slade	1.20	Correspond with Committee counsel re Committee report and related issues (.3); review, revise subpoena response (.9).
07/13/23	Casey McGushin	1.20	Draft deposition outline re witness deposition.
07/13/23	Alexandra Schrader	0.20	Review correspondence from C. McGushin re deposition preparation materials.
07/14/23	Casey McGushin	1.70	Draft deposition outline re witness deposition.
07/17/23	Francis Petrie	0.90	Review and revise draft reply.
07/18/23	Richard U. S. Howell, P.C.	0.70	Telephone conference with M. Slade and K&E team to discuss trial strategy for disclosure statement hearing (.4); draft correspondence re same (.3).
07/18/23	Casey McGushin	1.60	Conference with M. Slade, K&E team re hearing preparation (.5); review and analyze materials in preparation for deposition preparation session with witness (1.1).
07/18/23	Margaret Reiney	0.80	Review, revise disclosure statement reply.
07/19/23	Richard U. S. Howell, P.C.	0.20	Review correspondence with Committee re ongoing settlement negotiations.
07/20/23	Casey McGushin	1.70	Draft deposition preparation outline re witness deposition preparation.
07/24/23	Alexandra Schrader	0.50	Conference with M. Slade, K&E team, Shearman re document productions.
07/24/23	Michael B. Slade	0.40	Telephone conference with A. Shrader re information requests.
07/24/23	Katie J. Welch	0.20	Correspond with K. Bleiweiss re document production.
07/26/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade re standing issue and status.
07/27/23	Katie J. Welch	2.90	Review and analyze documents for responsiveness and privilege in anticipation of production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Katie J. Welch	0.20	Review and analyze documents for responsiveness and privilege in anticipation of production.
07/31/23	Katie J. Welch	0.20	Correspond with K. Bleiweiss re privilege log.
Total		237.40	

Document Page 434 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084071
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 33,398.50

Total legal services rendered

\$ 33,398.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	2.20	885.00	1,947.00
Richard U. S. Howell, P.C.	0.40	1,620.00	648.00
Rob Jacobson	3.10	1,245.00	3,859.50
Mike James Koch	1.50	885.00	1,327.50
Casey McGushin	0.40	1,415.00	566.00
Christine A. Okike, P.C.	7.00	1,850.00	12,950.00
Francis Petrie	1.50	1,375.00	2,062.50
Margaret Reiney	0.80	1,245.00	996.00
Jimmy Ryan	0.80	995.00	796.00
Alexandra Schrader	1.10	1,080.00	1,188.00
Michael B. Slade	1.60	1,855.00	2,968.00
Josh Sussberg, P.C.	2.00	2,045.00	4,090.00
TOTALS	22.40		\$ 33,398.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/23	Josh Sussberg, P.C.	0.60	Conference with M Sirota re case status (.2); correspond with same re same (.1); correspond with F. Petrie, K&E team re status and scheduling conference (.3).
07/02/23	Josh Sussberg, P.C.	0.10	Conference with M. Sirota re scheduling considerations.
07/02/23	Josh Sussberg, P.C.	0.70	Correspond with Brown Rudnick re scheduling (.1); conference with M Sirota re meet and confer and next steps (.2); correspond with F. Petrie, K&E team re same (.2); conference with Berkeley Research Group re scheduling conference (.2).
07/05/23	Casey McGushin	0.40	Participate in telephone conference with M. Slade, K&E team re case status.
07/05/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E team re key work streams.
07/05/23	Alexandra Schrader	0.60	Conference with M. Slade, K&E team re case status and next steps.
07/06/23	Rob Jacobson	0.20	Telephone conference with F. Petrie, Haynes and Boone team re work in process.
07/06/23	Mike James Koch	0.60	Draft agenda re July omnibus hearing.
07/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E team re key work streams.
07/09/23	Trevor Eck	0.30	Review, revise key dates and deadlines summary.
07/10/23	Rob Jacobson	0.50	Telephone conference with F. Petrie, M. Reiney re works in process, case updates, upcoming hearing.
07/10/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E team re key work streams.
07/11/23	Mike James Koch	0.90	Review, revise amended agenda re July 13 hearing (.6); correspond with F. Petrie, M. Reiney, Cole Schotz re same (.3).
07/11/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/12/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, Haynes and Boone, and K&E team re key work streams.
07/12/23	Margaret Reiney	0.80	Review, revise case timeline (.5); correspond with F. Petrie, K&E team re same (.3).
07/12/23	Jimmy Ryan	0.80	Correspond with F. Petrie and M. Koch re hearing preparations (.1); conference with F. Petrie, K&E team re same (.2); coordinate hearing logistics (.5).
07/13/23	Josh Sussberg, P.C.	0.30	Conference with Company re same, next steps.
07/13/23	Josh Sussberg, P.C.	0.30	Conference with Haynes and Boone re next steps (.1); conference with Cole Schotz re same (.2).
07/14/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re critical workstreams, works in process.
07/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/16/23	Trevor Eck	0.40	Review, revise key dates and deadlines summary (.3); correspond with R. Jacobson re same (.1).
07/17/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re case status, next steps (.3); conference with F. Petrie, M. Reiney re scheduling, next steps (.2).
07/17/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/17/23	Francis Petrie	1.10	Revise work in process summary, case calendar.
07/18/23	Trevor Eck	0.20	Review, revise key deadline summary (.1); correspond with R. Jacobson re same (.1).
07/18/23	Rob Jacobson	0.70	Review, revise talking points re case status (.6); correspond with F. Petrie re same (.1).
07/18/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/18/23	Alexandra Schrader	0.50	Conference with M. Slade, K&E team re case status and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/23	Trevor Eck	0.20	Telephone conference with F. Petrie, K&E team re critical workstreams, case status, and next steps.
07/20/23	Rob Jacobson	0.70	Conference with F. Petrie, K&E team re works in process, next steps (.2); conference with F. Petrie, M. Reiney re same (.5).
07/20/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/21/23	Francis Petrie	0.40	Correspond with Court, C. Okike, K&E team re go-forward hearing dates.
07/23/23	Trevor Eck	1.10	Review, revise key dates and deadline summary (.4); review, revise key workstream summary (.4); correspond with R. Jacobson re same (.3).
07/24/23	Richard U. S. Howell, P.C.	0.40	Correspond with M. Slade, C. McGushin re settlement discussions with Committee (.3); review materials re same (.1).
07/24/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/25/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
07/25/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
07/26/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, and M. Slade, K&E teams re key work streams.
07/26/23	Michael B. Slade	0.40	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
07/27/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, and M. Slade, K&E teams re key work streams.
07/27/23	Michael B. Slade	0.40	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
07/27/23	Michael B. Slade	0.30	Telephone conference with R. Howell and C. McGushin re case update and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and M. Slade, K&E teams re key work streams.
07/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, and F. Petrie, K&E teams re key work streams.
Total		22.40	

Document Page 440 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084072
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 992.50

Total legal services rendered

\$ 992.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.20	1,850.00	370.00
Margaret Reiney	0.50	1,245.00	622.50
TOTALS	0.70		\$ 992.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Christine A. Okike, P.C.	0.20	Review, analyze to cash management issues.
07/18/23	Margaret Reiney	0.50	Correspond with C. Okike, K&E team, Company re bank accounts.
Total		0.70	

Document Page 443 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084073
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 26,949.00

Total legal services rendered

\$ 26,949.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	7.00	1,245.00	8,715.00
Mike James Koch	2.90	885.00	2,566.50
Christine A. Okike, P.C.	2.30	1,850.00	4,255.00
Francis Petrie	8.30	1,375.00	11,412.50
TOTALS	20.50		\$ 26,949.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/23	Rob Jacobson	0.50	Telephone conference with F. Petrie, C Street, Company re communications materials.
07/06/23	Francis Petrie	0.50	Telephone conference with C Street re communications strategy.
07/10/23	Christine A. Okike, P.C.	0.80	Telephone conference with Company, C. Street, F. Petrie and K&E team re communications materials (.4); review internal communications materials (.4).
07/10/23	Francis Petrie	0.70	Telephone conferences with C. Okike, C-Street team re communications strategy.
07/13/23	Rob Jacobson	2.20	Prepare for weekly telephone conference with C Street, Company re communications materials (.4); participate in telephone conference with C Street, Company re same (.5); review, comment on numerous communications materials re withdrawal process (1.3).
07/13/23	Francis Petrie	1.30	Telephone conference with C Street team, Company re communications strategy (.5); review and revise materials re same (.8).
07/14/23	Rob Jacobson	1.50	Review, revise communications materials (1.4); correspond with C. Okike, F. Petrie re same (.1).
07/14/23	Francis Petrie	1.30	Correspond with Company, C Street re communications, Committee report, media strategy re same.
07/18/23	Francis Petrie	0.60	Review and revise communications materials (.4); correspond with R. Jacobson re same (.2).
07/19/23	Francis Petrie	0.30	Telephone conferences with C Street team re communications strategy.
07/20/23	Christine A. Okike, P.C.	0.50	Review communications materials (.1); telephone conference with Company, C Street, F. Petrie and K&E team re same (.4).
07/20/23	Francis Petrie	0.50	Telephone conference with C Street, Company re communications strategy.
07/21/23	Rob Jacobson	0.50	Review, comment on C Street communications materials.
07/21/23	Francis Petrie	0.60	Review and revise communications materials.

Legal Services for the Period Ending July 31, 2023

Document Page 446 of 621

Invoice Number:

1050084073

BlockFi Inc.

Matter Number:

54119-8

Customer and Vendor Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/23	Francis Petrie	0.30	Telephone conferences with L. Wolf re communications strategy and timeline.
07/26/23	Francis Petrie	0.60	Telephone conferences with L. Wolf re communications materials.
07/27/23	Rob Jacobson	2.30	Review, revise communications materials (1.5); correspond with C. Okike, F. Petrie re same (.2); telephone conference with C Street, Company re communications plan (.5); prepare for same (.1).
07/27/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, C Street, F. Petrie, R. Jacobson, and K&E team re communications matters.
07/27/23	Francis Petrie	0.50	Telephone conference with L. Wolf, Company re communications strategy.
07/31/23	Mike James Koch	2.90	Review, revise communications materials (2.7); correspond with F. Petrie re same (.2).
07/31/23	Christine A. Okike, P.C.	0.70	Review communications materials.
07/31/23	Francis Petrie	1.10	Review and revise communications materials (.8); telephone conference with Company, C Street team re communications strategy (.3).
Total		20.50	

Document Page 447 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084074
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 7,359.00

Total legal services rendered

\$ 7,359.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brian Nakhaimousa	0.10	1,155.00	115.50
Christine A. Okike, P.C.	1.30	1,850.00	2,405.00
Francis Petrie	1.90	1,375.00	2,612.50
Michael B. Slade	1.20	1,855.00	2,226.00
TOTALS	4.50		\$ 7,359.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/23	Brian Nakhaimousa	0.10	Correspond with Kroll re late filed claim.
07/21/23	Francis Petrie	0.60	Review, analyze claims estimation motions.
07/23/23	Christine A. Okike, P.C.	1.30	Review, analyze claims estimation motions.
07/23/23	Francis Petrie	0.40	Review and analyze draft claims estimation motions.
07/23/23	Michael B. Slade	1.20	Review, revise FTX and 3AC claims estimation motion.
07/31/23	Francis Petrie	0.90	Telephone conference with Latham & Watkins re claims treatment (.4); telephone conference with Brown Rudnick re claims objections and go-forward business workstreams (.5).
Total		4.50	

Document Page 450 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084075
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 9,559.00

Total legal services rendered

\$ 9,559.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard U. S. Howell, P.C.	1.20	1,620.00	1,944.00
Rob Jacobson	0.50	1,245.00	622.50
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Francis Petrie	0.50	1,375.00	687.50
Margaret Reiney	0.70	1,245.00	871.50
Josh Sussberg, P.C.	1.30	2,045.00	2,658.50
TOTALS	5.70		\$ 9,559.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/05/23	Josh Sussberg, P.C.	0.50	Telephone conference with M3 re status (.2); correspond with F. Petrie, K&E team re cost savings (.1); conference with Kroll re same (.2).
07/06/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company and Berkeley Research Group re cost reduction proposal.
07/06/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team, Debtors advisors re cost savings.
07/06/23	Josh Sussberg, P.C.	0.20	Conference with with Kroll re costs.
07/07/23	Margaret Reiney	0.70	Correspond with C. Okike, K&E team, Haynes and Boone re document production.
07/10/23	Christine A. Okike, P.C.	1.00	Review cost cutting proposal (.3); telephone conference with Company, BRG and J. Sussberg, K&E teams re same (.2); telephone conference with Moelis re same (.4); telephone conference with BRG re same (.1).
07/10/23	Josh Sussberg, P.C.	0.50	Correspond with BRG re cost savings (.1); conference with C. Okike, K&E team re same (.4).
07/11/23	Rob Jacobson	0.50	Draft fee reduction summary re BRG data for presentment to judge.
07/12/23	Christine A. Okike, P.C.	0.10	Review cost savings proposal.
07/13/23	Richard U. S. Howell, P.C.	0.70	Draft correspondence to Committee re issues re dispute with Committee.
07/20/23	Richard U. S. Howell, P.C.	0.50	Draft correspondence to Committee re settlement discussions with Committee and related issues.
07/21/23	Francis Petrie	0.50	Review settlement materials re Committee update.
Total		5.70	

Document Page 453 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084077
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 6,006.00

Total legal services rendered

\$ 6,006.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	0.40	885.00	354.00
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Francis Petrie	1.20	1,375.00	1,650.00
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
TOTALS	3.70		\$ 6,006.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Mike James Koch	0.40	Draft summary re board update (.3); correspond with M. Reiney re same (.1).
07/11/23	Christine A. Okike, P.C.	0.20	Review and revise materials re board update.
07/11/23	Francis Petrie	0.70	Review and revise materials re board update.
07/19/23	Christine A. Okike, P.C.	1.30	Participate in board meeting (.5); telephone conference with P. Corrie re same (.5); telephone conference with Company re same (.3).
07/19/23	Francis Petrie	0.50	Participate in board meeting.
07/19/23	Josh Sussberg, P.C.	0.50	Participate in board meeting.
07/26/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re board update and status.
Total		3.70	

Document Page 456 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084078
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 4,850.50

Total legal services rendered

\$ 4,850.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Francis Petrie	0.70	1,375.00	962.50
Michael B. Slade	0.60	1,855.00	1,113.00
TOTALS	2.80		\$ 4,850.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company and F. Petrie, K&E team re employee matters (.3); review KERP re payment triggers (.1); correspond with Company re same (.1).
07/19/23	Francis Petrie	0.30	Telephone conference with M. Crowell re employee issues (.3).
07/24/23	Christine A. Okike, P.C.	0.20	Analyze employee matters.
07/26/23	Francis Petrie	0.40	Correspond with M. Slade re employee issues and KERP order (.4).
07/26/23	Michael B. Slade	0.30	Correspond with F. Petrie re KERP issues.
07/27/23	Christine A. Okike, P.C.	0.80	Telephone conferences with Company re KERP (.3); review KERP order (.3); telephone conference with M. Slade re KERP (.2).
07/31/23	Michael B. Slade	0.30	Review, analyze employee issue.
Total		2.80	

Document Page 459 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084079
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 31,238.50

Total legal services rendered

\$ 31,238.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard U. S. Howell, P.C.	1.20	1,620.00	1,944.00
Mike James Koch	1.90	885.00	1,681.50
Casey McGushin	1.20	1,415.00	1,698.00
Christine A. Okike, P.C.	5.10	1,850.00	9,435.00
Francis Petrie	1.70	1,375.00	2,337.50
Margaret Reiney	0.90	1,245.00	1,120.50
Michael B. Slade	2.50	1,855.00	4,637.50
Josh Sussberg, P.C.	4.10	2,045.00	8,384.50
TOTALS	18.60		\$ 31,238.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/23	Francis Petrie	0.40	Telephone conference with M. Reiney, K&E team re scheduling conference.
07/03/23	Richard U. S. Howell, P.C.	1.20	Prepare for hearing re scheduling issues, disclosure statement (.3); attend telephonic hearing re same (.9).
07/03/23	Casey McGushin	1.20	Participate in hearing regarding scheduling of various motions (.7); conference with M. Slade, K&E team re same (.5).
07/03/23	Christine A. Okike, P.C.	1.50	Attend scheduling conference (.9); telephone conference with Company, M. Slade, K&E team re same (.6).
07/03/23	Francis Petrie	0.70	Telephonically attend scheduling conference.
07/03/23	Margaret Reiney	0.90	Telephonically attend scheduling conference.
07/03/23	Michael B. Slade	0.90	Attend scheduling conference.
07/03/23	Josh Sussberg, P.C.	3.60	Prepare for scheduling conference (1.7); attend scheduling conference (.9); correspond with F. Petrie, K&E team re same and next steps (.5); telephone conferences with with M. Sirota re same (.2); telephone conference with R. Kanowitz re same (.3).
07/06/23	Josh Sussberg, P.C.	0.50	Conference with Company re status conference.
07/11/23	Francis Petrie	0.60	Telephone conferences with M. Slade, C. Okike re exclusivity hearing preparation.
07/11/23	Michael B. Slade	1.60	Prepare for exclusivity hearing.
07/12/23	Mike James Koch	1.90	Conference with F. Petrie, J. Ryan re exclusivity hearing preparation (.2); compile documents, pleadings re hearing preparation (1.6); correspond with F. Petrie, J. Ryan re same (.1).
07/12/23	Christine A. Okike, P.C.	1.10	Prepare for hearing re exclusivity.
07/13/23	Christine A. Okike, P.C.	2.50	Prepare for exclusivity hearing.
Total		18.60	

Document Page 462 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084080
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 3,707.50

Total legal services rendered

\$ 3,707.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Michael B. Slade	1.50	1,855.00	2,782.50
TOTALS	2.00		\$ 3,707.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/17/23	Christine A. Okike, P.C.	0.30	Review, analyze directors' and officers' insurance policy documents.
07/18/23	Christine A. Okike, P.C.	0.20	Review, analyze directors' and officers' insurance policy documents.
07/25/23	Michael B. Slade	1.20	Review, revise insurance documents.
07/26/23	Michael B. Slade	0.30	Correspond with F. Petrie, K&E team re insurance documents.
Total		2.00	

Document Page 465 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084081
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 630,040.50

Total legal services rendered

\$ 630,040.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	52.50	885.00	46,462.50
Shayne Henry	5.00	1,310.00	6,550.00
Richard U. S. Howell, P.C.	6.90	1,620.00	11,178.00
Rob Jacobson	41.70	1,245.00	51,916.50
Katherine Karnosh	3.00	1,075.00	3,225.00
Mike James Koch	27.50	885.00	24,337.50
Brian Nakhaimousa	3.30	1,155.00	3,811.50
Nick Nielson	3.50	1,080.00	3,780.00
Christine A. Okike, P.C.	58.10	1,850.00	107,485.00
Isabella J. Paretti	11.20	885.00	9,912.00
Anne G. Peetz	2.00	1,425.00	2,850.00
Francis Petrie	133.40	1,375.00	183,425.00
Margaret Reiney	38.10	1,245.00	47,434.50
Jimmy Ryan	13.30	995.00	13,233.50
Alexandra Schrader	1.80	1,080.00	1,944.00
Michael B. Slade	26.80	1,855.00	49,714.00
Josh Sussberg, P.C.	30.70	2,045.00	62,781.50
TOTALS	458.80		\$ 630,040.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/23	Richard U. S. Howell, P.C.	2.20	Review disclosure statement, caselaw re disclosure statement considerations (1.3); correspond with M. Slade, C. McGushin, K&E team re same (.4); review draft settlement agreements (.5).
07/01/23	Rob Jacobson	1.30	Review, analyze solicitation documents (.8); correspond with F. Petrie re same (.2); draft correspondence to Kroll, Haynes & Boone, Berkeley Research Group re same (.3).
07/01/23	Anne G. Peetz	1.40	Review and revise disclosure statement.
07/01/23	Michael B. Slade	1.20	Review and revise settlement agreements.
07/02/23	Trevor Eck	2.30	Review, revise disclosure statement motion exhibits (1.2); review, revise disclosure statement order (.7); correspond with R. Jacobson, K&E team re same (.4).
07/02/23	Richard U. S. Howell, P.C.	1.50	Review motion to terminate exclusivity.
07/02/23	Richard U. S. Howell, P.C.	0.80	Review correspondence from Company, M. Slade, C. Okike re settlement issues (.5); review updated draft agreements (.3).
07/02/23	Rob Jacobson	3.50	Review, revise disclosure statement exhibits (1.3); correspond with T. Eck, B. Nakhaimousa re same (.2); draft disclosure statement order (.7); correspond with F. Petrie, T. Eck, B. Nakhaimousa re same (.1); review, revise cover letter re disclosure statement exhibits (.8); correspond with B. Nakhaimousa, K&E team re same (.1); correspond with C. Okike, Company re disclosure statement exhibits (.3).
07/02/23	Mike James Koch	0.90	Research, analyze precedent re third party releases (.7); correspond with F. Petrie, K&E team re same (.2).
07/02/23	Brian Nakhaimousa	1.30	Review, revise disclosure statement motion exhibits (1.2); correspond with R. Jacobson, T. Eck, C. Okike re same (.1).
07/02/23	Christine A. Okike, P.C.	3.00	Review, analyze Committee plan issues (.8); correspond with F. Petrie re same (.3); review, revise disclosure statement re securities matters (.5); correspond with SEC re same (.3); review disclosure statement exhibits (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/23	Francis Petrie	3.80	Review and revise draft plan sections.
07/02/23	Margaret Reiney	3.60	Correspond with F. Petrie, K&E team re status conference (.5); review, revise disclosure statement re same (2.2); research re same (.9).
07/03/23	Trevor Eck	2.60	Review, revise disclosure statement exhibits (2.4); correspond with R. Jacobson, B. Nakhaimousa re same (.2).
07/03/23	Rob Jacobson	8.10	Review, revise disclosure statement exhibits (1.6); correspond with T. Eck, B. Nakhaimousa re same (.4); correspond with Cole Schotz re filing re same (.3); correspond with C. Okike re same (.2); review, revise exclusivity reply (3.9); review, analyze case law re same (1.7).
07/03/23	Brian Nakhaimousa	1.80	Correspond with T. Eck, R. Jacobson re ballots (.3); review, analyze precedent re exclusivity (.9); correspond with R. Jacobson, T. Eck re same (.3); conference with R. Jacobson re same (.3).
07/03/23	Christine A. Okike, P.C.	0.90	Correspond with Walkers re Bermuda plan structuring issues (.2); review solicitation materials (.4); correspond with R. Jacobson re same (.3).
07/03/23	Francis Petrie	3.00	Draft plan materials re scheduling (.9); review and revise plan, disclosure statement pleadings (2.1).
07/03/23	Josh Sussberg, P.C.	0.50	Correspond with F. Petrie, K&E team re plan and disclosure statement.
07/04/23	Josh Sussberg, P.C.	0.60	Correspond with Cole Schotz, K&E team re July 13 hearing and status (.3); correspond with F. Petrie, K&E team re 9019 and next steps (.3).
07/05/23	Richard U. S. Howell, P.C.	0.70	Conferences with M. Slade, C. McGushin, K&E team re disclosure statement and related litigation.
07/05/23	Mike James Koch	1.70	Correspond with M. Reiney, J. Ryan re plan revisions (.1); review, revise pleading re exclusivity considerations (1.5); correspond with F. Petrie, J. Ryan re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/05/23	Christine A. Okike, P.C.	1.00	Analyze Bermuda plan structuring considerations (.5); review plan (.3); telephone conference with Moelis re same (.2).
07/05/23	Isabella J. Paretti	3.10	Review objections re disclosure statement (.7); conference with B. Nakhaimousa re same (.2); review reply re same (2.2).
07/05/23	Michael B. Slade	0.50	Telephone conference with C. McGushin, K&E team re settlements.
07/06/23	Mike James Koch	1.70	Review, revise pleading re exclusivity considerations (1.6); correspond with F. Petrie, K&E team re same (.1).
07/06/23	Nick Nielson	1.40	Research, analyze estate and direct claims.
07/06/23	Isabella J. Paretti	1.60	Review research re disclosure statement (.3); correspond with B. Nakhaimousa, K&E team re same (.1); review objections re same (.6); review reply re same (.6).
07/06/23	Francis Petrie	4.20	Telephone conference with Company, K&E team re hearing strategy (.9); telephone conference with M. Slade, A. Schrader re exclusivity reply brief (1.8); telephone conference with A. Sexton, JPLs re amended Plan structure (.8); telephone conference with Haynes and Boone re plan and solicitation(.3); telephone conference with Berkeley Research Group, Company re plan and solicitation (.4).
07/06/23	Alexandra Schrader	1.80	Review and revise exclusivity motion.
07/06/23	Michael B. Slade	0.50	Telephone conference with Company re case status and next steps.
07/06/23	Josh Sussberg, P.C.	0.50	Conference with M. Slade re exclusivity (.2); telephone conference with M3 re status (.2); correspond with M. Slade, K&E team re confidentiality designations (.1).
07/07/23	Nick Nielson	1.60	Research, analyze estate and direct claims (1.0); draft summary re same (.6).
07/07/23	Michael B. Slade	1.10	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps (.2); review, revise settlement agreement (.9).
07/07/23	Josh Sussberg, P.C.	0.10	Correspond with Cole Schotz, K&E team re July 13 hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/08/23	Shayne Henry	0.20	Correspond with M. Slade and C. McGushin re estate claims analysis.
07/08/23	Francis Petrie	3.20	Review and revise reply to exclusivity cross-motion.
07/09/23	Shayne Henry	4.80	Research case law re potential estate claims (3.2); draft analysis re same (1.6).
07/09/23	Michael B. Slade	4.10	Correspond with F. Petrie re settlement agreements (.4); review and revise settlement agreements, report (3.3); review, revise response to sealing (.4).
07/10/23	Rob Jacobson	1.90	Review, analyze claims register re solicitation matters (.9); correspond with F. Petrie, M. Reiney re same (.2); review, analyze 9019, exclusivity reply (.8).
07/10/23	Mike James Koch	3.80	Review, revise exclusivity reply (3.6); correspond with M. Reiney re same (.2).
07/10/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
07/10/23	Josh Sussberg, P.C.	0.30	Correspond with M. Slade, K&E team re exclusivity and 9019 (.2); correspond with Cole Schotz, K&E team re chambers conference (.1).
07/11/23	Richard U. S. Howell, P.C.	0.80	Review correspondence from M. Slade, C. McGushin, Haynes and Boone and related materials re 9019 settlement and dispute with Committee.
07/11/23	Rob Jacobson	0.50	Review, revise exclusivity hearing talking points.
07/11/23	Christine A. Okike, P.C.	3.30	Correspond with Latham & Watkins re disclosure statement (.1); review plan timeline (.2); prepare for exclusivity hearing argument (2.8); correspond with F. Petrie, K&E team re same (.2).
07/11/23	Isabella J. Parette	3.00	Review, analyze transcripts re contested disclosure statement hearings (.8); research re same (1.4); correspond with R. Jacobson re same (.2); conference with B. Nakhaimousa re same (.2); draft summary re same (.4);.
07/11/23	Margaret Reiney	0.80	Draft notice of adjournment of disclosure statement hearing (.5); correspond with F. Petrie, K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/23	Josh Sussberg, P.C.	0.70	Conference with M. Slade, C. McGushin and C. Okike re same (.2); correspond with M. Slade, K&E team re report unsealing and status (.1); correspond with Company re status (.4).
07/12/23	Mike James Koch	0.20	Draft summary re exclusivity extensions (.1); correspond with F. Petrie re same (.1).
07/12/23	Francis Petrie	4.30	Telephone conference with M. Koch, J. Ryan re exclusivity hearing preparation (.3); prepare, compile filed pleadings re same (3.9); correspond with M. Slade, C. Okike re same (.1).
07/12/23	Josh Sussberg, P.C.	1.60	Correspond with Company re unsealing Committee report and press correspondence (.2); conference with Company re same (.3); further correspond with Company re same (.1); conference with Cole Schotz re status (.2); correspond with same re same (.2); correspond with Cole Schotz, K&E teams re July 13 hearing and chambers conference (.3); correspond with Brown Rudnick re cost savings and status (.2); correspond with Company re wallet withdrawals (.1).
07/13/23	Rob Jacobson	1.60	Review, revise plan, disclosure statement proposed timeline (.7); correspond with F. Petrie re same (.3); draft exclusivity bridge order (.5); correspond with F. Petrie, J. Sussberg, C. Okike, M. Slade re same (.1).
07/13/23	Christine A. Okike, P.C.	4.30	Attend chambers conference re plan mediation (3.3); review and revise settlement term sheet (1.0).
07/13/23	Christine A. Okike, P.C.	0.10	Review exclusivity bridge order.
07/13/23	Isabella J. Paretti	1.10	Conference with B. Nakhaimousa, K&E team re exclusivity (.5); research case law re plan issues (.1); conference with F. Petrie, B. Nakhaimousa re chambers conference (.5).
07/13/23	Francis Petrie	3.40	Draft and revise settlement term sheet (1.8); correspond with K&E team re same (.9); review and revise plan provisions (.7).
07/13/23	Francis Petrie	4.50	Participate in chambers conference.
07/13/23	Michael B. Slade	0.60	Correspond with F. Petrie re settlement proposal (.4); review and revise same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/13/23	Michael B. Slade	4.80	Prepare for chambers conference (1.0); attend chambers conference (3.8).
07/13/23	Josh Sussberg, P.C.	7.10	Prepare for Chambers conference (2.0); Participate in chambers conference (3.3); review and revise settlement term sheet (1.3); correspond with F. Petrie, K&E team re same (.5).
07/14/23	Rob Jacobson	0.70	Correspond with F. Petrie re distribution agent (.2); correspond with Moelis re same (.5).
07/14/23	Brian Nakhaimousa	0.20	Conference with I. Paretti re disclosure statement reply.
07/14/23	Christine A. Okike, P.C.	0.40	Telephone conference with Moelis re plan structure.
07/14/23	Christine A. Okike, P.C.	0.70	Review settlement term sheet (.5); attend conference with Brown Rudnick, Cole Schotz, Haynes and Boone, and F. Petrie, K&E teams re same (.2).
07/14/23	Francis Petrie	3.80	Finalize and submit term sheet counter proposal (2.6); telephone conferences with J. Sussberg, K&E team re same (.3); telephone conference with Brown Rudnick team re path forward (.3); telephone conference with R. Jacobson, M. Reiney re plan and strategy (.6).
07/14/23	Josh Sussberg, P.C.	1.90	Telephone conference with R. Kanowitz re status (.5); telephone conference with M. Sirota re same (.3); conference with J. Mayers (.2); conference with F. Petrie re settlement term sheet (.2); conference with Court and Committee re same (.5); correspond with Company re press inquiries (.1); correspond with Company re status (.1).
07/15/23	Josh Sussberg, P.C.	0.30	Correspond with R. Kanowitz re status (.1); conference with R. Kanowitz and M. Slade re same (.2).
07/16/23	Josh Sussberg, P.C.	0.50	Conference with M. Sirota re chambers conference (.2); correspond with same re same (.3).
07/17/23	Richard U. S. Howell, P.C.	0.30	Review correspondence from Committee re preparation for disclosure statement trial.
07/17/23	Mike James Koch	0.30	Conference with M. Reiney, F. Petrie re plan, disclosure statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/17/23	Christine A. Okike, P.C.	1.00	Review Committee settlement term sheet (.5); correspond with Company, Haynes and Boone, and F. Petrie, K&E teams re same (.5).
07/17/23	Isabella J. Paretti	2.40	Conference with B. Nakhaimousa re disclosure statement (.4); review, revise same (1.8); correspond with R. Jacobson, K&E team re same (.2).
07/17/23	Francis Petrie	3.80	Telephone conference with R. Jacobson, M. Reiney re settlement status (.3); correspond with M. Reiney, M. Koch re release structure (.2); review plan re revised definitions (.9); correspond with M. Reiney, K&E team re draft disclosure statement reply (.4); review and revise draft settlement term sheet (1.3); correspond with M. Reiney, K&E team re same (.7).
07/17/23	Margaret Reiney	2.90	Conference with F. Petrie, K&E team re settlement (.3); research re releases (.7); review settlement materials (.6); conference with F. Petrie, K&E team re disclosure statement reply (.9); review same (.4).
07/17/23	Michael B. Slade	0.90	Review and revise settlement term sheet (.4); correspond with C. Okike, K&E team re same (.5).
07/17/23	Josh Sussberg, P.C.	0.90	Conference with Cole Schotz re status (.3); call with Haynes and Boone re same (.1); review settlement term sheet from Committee (.3); correspond with Brown Rudnick re same and insurance issues (.2).
07/18/23	Nick Nielson	0.50	Telephone conference with C. McGushin, K&E team re case status and next steps re committee settlement.
07/18/23	Christine A. Okike, P.C.	2.80	Telephone conference with R. Kanowitz re mediation (.2); review and revise settlement term sheet (1.6); telephone conference with Company, Haynes and Boone, M. Slade, K&E teams re same (.5); telephone conference with Haynes and Boone, M. Slade, K&E teams re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/23	Francis Petrie	7.90	Review and revise settlement term sheet (1.9); telephone conference with Haynes and Boone, C. Okike re same (.5); telephone conferences with D. Gold re same (.8); review and revise same re status, revisions (3.6); telephone conference with M. Slade, C. Okike re same (.4); correspond with Company re same, contributions (.7).
07/18/23	Margaret Reiney	0.60	Correspond with F, Petrie, K&E team re settlement.
07/18/23	Josh Sussberg, P.C.	3.40	Review and comment on UCC term sheet (.7); telephone conference with Z. Prince re status (.3); telephone conference with R. Kanowitz re same (.3); telephone conference with M. Sirota (.3); correspond with M. Sirota re chambers conference (.3); review comments to term sheet from directors and officers (.2); correspond with directors and officers re same (.2); telephone conference with R. Kanowitz re same (.2); further comment on documents (.2); telephone conference with J. Mayers re status and next steps (.3); correspond with C. Okike, K&E team re board meeting (.3); telephone conference with R. Stark re status (.1).
07/19/23	Christine A. Okike, P.C.	2.80	Attend conference with Brown Rudnick, M. Slade, and F. Petrie, K&E teams re settlement term sheet (1.7); review and revise settlement term sheet (.6); review Committee comments to same (.5).
07/19/23	Francis Petrie	8.70	Review and revise settlement term sheet (2.7); conferences with Haynes and Boone, C. Okike, J. Sussberg, Brown Rudnick team re same (2.2); correspond with Brown Rudnick team re same (.9); review and revise settlement documentation (1.7); telephone conference with Company, Berkely Research Group teams re settlement implementation (.6); review bridge order re exclusivity extension (.2); telephone conference with Cole Schotz team re hearing status and scheduling (.4).
07/19/23	Margaret Reiney	1.20	Review and revise plan, disclosure statement timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/19/23	Josh Sussberg, P.C.	3.40	Telephone conference with R. Kanowitz re status (.2); telephone conference with Z. Prince and R. Kanowitz re same (.3); telephone conference with J. Mayers and R. Kanowitz re same (.3); meeting with Brown Rudnick, Kirkland and R. Kanowitz (.4); follow-up telephone conference with management and BRG re budget and correspond re same (.1); telephone conference with R. Stark re direct claims (.2); telephone conference with R. Kanowitz re same (.4); review revised term sheet (.3); correspond re Sem Crude decision (.5); correspond with S. Vogel re status (.2); telephone conference with M. Meghji re status (.3); telephone conference with J. Hill (.2).
07/20/23	Rob Jacobson	0.50	Review, analyze Committee settlement term sheet.
07/20/23	Mike James Koch	0.20	Review, revise disclosure statement.
07/20/23	Christine A. Okike, P.C.	0.60	Review settlement term sheet.
07/20/23	Francis Petrie	7.10	Review and revise settlement term sheet (2.4); correspond with Brown Rudnick re same (1.1); review and revise settlement documentation (1.6); telephone conference with Company, Berkeley Research Group re settlement implementation (.6); telephone conference with R. Jacobson, K&E team re final settlement terms (.3); correspond with Brown Rudnick, R. Jacobson, K&E team, and Berkley Research Group re settlement documentation (.7); telephone conference with Haynes and Boone team re DS issues (.4).
07/20/23	Margaret Reiney	0.60	Draft bridge order re exclusivity.
07/20/23	Josh Sussberg, P.C.	2.70	Correspond with Brown Rudnick re plan term sheet (.3); review plan term sheet (.4); draft resolution re standing issue (.4); conference with R. Kanowitz re same (.4); conference with R. Stark and R. Kanowitz re same (.4); correspond with Company re status (.2); conference with M. Slade re status (.3); correspond with M. Sirota re status (.2); correspond with F. Petrie re budget (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/21/23	Trevor Eck	2.90	Research re plan class treatment (2.7); correspond with F. Petrie, K&E team re same (.2).
07/21/23	Rob Jacobson	2.00	Review, revise conditional disclosure statement motion.
07/21/23	Mike James Koch	1.40	Research, analyze precedent re disclosure statement objections (.9); draft summary re same (.4); correspond with M. Reiney, K&E team re same (.1).
07/21/23	Francis Petrie	4.60	Telephone conference with Brown Rudnick re plan structure and Committee issues (.4); correspond with C. Okike, K&E team re same (.4); correspond with C. Okike re plan revisions and issues (.6); review and revise plan and disclosure statement re committee settlement; (2.6) finalize term sheet re settlement terms (.6).
07/21/23	Margaret Reiney	0.90	Draft notice of settlement (.6); review precedent re same (.3).
07/21/23	Josh Sussberg, P.C.	0.70	Conference with M. Renzi re budget (.2); correspond with Brown Rudnick re same (.2); correspond with F. Petrie, K&E team re final term sheet and status (.1); correspond with M. Meghji re same (.1); correspond with Cole Schotz, C. Okike, K&E teams re combined DS and plan hearing (.1).
07/22/23	Trevor Eck	4.00	Review, revise disclosure statement order exhibits (3.3); review, analyze precedent re same (.7).
07/22/23	Rob Jacobson	3.10	Review, revise conditional disclosure statement motion (2.3); research precedent re same (.7); correspond with F. Petrie, Haynes & Boone, Kroll, Berkeley Research Group teams re solicitation (.1).
07/22/23	Francis Petrie	1.20	Review revised ballots, disclosure statement order exhibits (.6); correspond with R. Jacobson, T. Eck re same (.6).
07/22/23	Margaret Reiney	2.20	Review, revise plan (1.9); correspond with M. Koch, K&E team re same (.3).
07/23/23	Rob Jacobson	2.50	Review, revise exhibits to disclosure statement order (2.3); correspond with T. Eck, F. Petrie re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/23/23	Francis Petrie	2.30	Review, revise supplemental disclosure statement motion (1.7); review, revise plan (.6).
07/24/23	Trevor Eck	5.50	Review, revise disclosure statement order exhibits (3.9); correspond with R. Jacobson, K&E team re same (.3); further review, revise same (.9); telephone conference with F. Petrie, K&E team, Kroll, Berkley Research Group re solicitation (.4).
07/24/23	Rob Jacobson	3.70	Review, revise solicitation materials (1.4); review, revise supplemental disclosure statement motion (1.0); correspond with F. Petrie, K&E team re same (.5); review, analyze issues, precedent re same (.8).
07/24/23	Mike James Koch	6.00	Review, revise disclosure statement (3.9); correspond with M. Reiney, K&E team re same (.6); further review, revise disclosure statement (1.5).
07/24/23	Christine A. Okike, P.C.	2.60	Review, revise plan.
07/24/23	Francis Petrie	8.20	Review and revise plan (3.2); telephone conference with R. Jacobson, M. Reiney re plan structure and settlement (.5); telephone conference with Kroll, Company re solicitation schedule (.5); review and revise solicitation materials (.4); review and revise conditional disclosure statement motion (.6); correspond with Brown Rudnick re confirmation schedule (.2); telephone conference with R. Jacobson re conditional disclosure statement motion edits (.4); correspond with M. Reiney, M. Koch re plan revisions (1.0); review and revise disclosure statement order (.4); correspond with Berkeley Research Group re plan structure and recoveries (.6); revise plan re settlement (.4).
07/24/23	Margaret Reiney	5.00	Correspond with R. Jacobson and F. Petrie re plan, disclosure statement (.5); review, revise chapter 11 plan (1.7); correspond with F. Petrie, K&E team re same (.8); review and revise disclosure statement (1.4); correspond with F. Petrie, K&E team re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/23	Michael B. Slade	1.30	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps (.5); review, revise plan and disclosure statement (.8).
07/24/23	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie, K&E team re plan and disclosure statement timing and Committee settlement.
07/25/23	Trevor Eck	6.90	Review, revise disclosure statement order exhibits (3.8); review, revise conditional disclosure statement motion (1.1); correspond with F. Petrie, K&E team re same (.4); research re convenience claims elections (.4); research precedent, caselaw re plan gatekeeper provisions (1.2).
07/25/23	Rob Jacobson	3.20	Review, revise conditional disclosure statement motion (1.4); conference with F. Petrie, M. Reiney re plan, disclosure statement, solicitation (.5); telephone conference with Haynes and Boone re solicitation matters (.3); review, comment on disclosure statement exhibits, ballots (.9); correspond with T. Eck re same (.1).
07/25/23	Katherine Karnosh	0.40	Review and revise disclosure statement.
07/25/23	Mike James Koch	5.20	Draft notice of revised confirmation dates (.4); correspond with R. Jacobson re same (.1); review, revise disclosure statement (3.9); correspond with M. Reiney, K&E team re same (.5); review, revise notice of revised confirmation dates (.2); correspond with F. Petrie re same (.1).
07/25/23	Christine A. Okike, P.C.	3.70	Review plan (1.7); correspond with F. Petrie re timeline (.2); review disclosure statement supplemental motion (1.8).
07/25/23	Anne G. Peetz	0.60	Conference with SEC re plan issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/25/23	Francis Petrie	8.10	Correspond with Brown Rudnick re case calendar and open plan issues (.4); review and revise plan re settlement language (.5); office conferences with M. Reiney re plan structure (.5); review and revise notice re amended hearing dates and confirmation calendar (.8); telephone conference with R. Jacobson, K&E team re plan and disclosure statement (.4); correspond with Kroll re solicitation status (.2); correspond with Company re convenience class thresholds and distribution (.2); review and revise conditional disclosure statement motion (2.2); telephone conferences with Berkeley Research Group re liquidation assumptions (.4); telephone conference with R. Jacobson re plan structure (.3); review and revise disclosure statement (2.2).
07/25/23	Margaret Reiney	3.20	Correspond with F. Petrie, K&E team re disclosure statement (.6); review, revise same (1.1); review, revise plan (.9); correspond with F. Petrie, K&E team re same (.6).
07/25/23	Michael B. Slade	2.80	Review and revise plan (2.1); review and revise disclosure statement motion (.7).
07/25/23	Josh Sussberg, P.C.	0.10	Correspond with Brown Rudnick re status.
07/26/23	Trevor Eck	6.10	Review, revise disclosure statement order exhibits (3.9); telephone conference with R. Jacobson re solicitation (.2); telephone conference with same, Haynes and Boone re same (.4); draft solicitation timeline summary re same (.7); review, revise notice of agenda (.9).
07/26/23	Rob Jacobson	4.00	Review, revise solicitation procedures (1.2); telephone conference with Company, F. Petrie, Kroll, Berkeley Research Group re same (.9); telephone conference with Haynes and Boone re same (.4); telephone conference with F. Petrie re same (.3); review, revise solicitation materials re same (1.2).
07/26/23	Katherine Karnosh	2.60	Review and revise disclosure statement.
07/26/23	Mike James Koch	0.50	Review, revise notice of amended confirmation dates (.1); correspond with F. Petrie, Cole Schotz re same (.1); review, revise disclosure statement (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/26/23	Christine A. Okike, P.C.	3.90	Review, revise plan (.6); review, revise disclosure statement (2.0); review, revise disclosure statement motion (.6); telephone conference with M. Slade, F. Petrie re same (.7).
07/26/23	Francis Petrie	5.90	Telephone conference with Company, Kroll, Berkeley Research Group, R. Jacobson re claims and solicitations procedures (.6); telephone conference with R. Jacobson re same (.2); review and revise Plan (4.0); correspond with M. Slade, K&E team re same (.4); revise notice of confirmation schedule re filing (.4); correspond with Brown Rudnick re terms of plan (.3).
07/26/23	Margaret Reiney	3.30	Review, revise plan (1.6); correspond with F. Petrie, K&E team re same (.5); review, revise disclosure statement (.7); correspond with F. Petrie, K&E team re same (.5).
07/26/23	Jimmy Ryan	2.90	Review correspondence with F. Petrie, K&E team re chapter 11 plan (.5); correspond with F. Petrie, K&E team re same (.8); review, revise same (1.6).
07/26/23	Michael B. Slade	2.90	Correspond with F. Petrie re plan (.3); review, revise same (.8); review and revise proposed disclosure statement (1.8).
07/27/23	Trevor Eck	6.90	Review, revise letter to creditors in support of the plan (1.4); review, revise solicitation package (2.4); review, revise conditional disclosure statement motion (.3); draft summary of solicitation procedures re same (1.2); research re plan, gatekeeper issues (.7); telephone conference with F. Petrie, K&E team, Brown Rudnick, Haynes and Boone re plan issues (.5); telephone conference with F. Petrie, K&E team, Haynes and Boone, Company re same (.4).
07/27/23	Richard U. S. Howell, P.C.	0.60	Review correspondence re claims settlement (.2); prepare for and conference re same (.4).
07/27/23	Rob Jacobson	3.00	Draft responses to client questions re solicitation (1.2); correspond with client re same (.2); review, revise ballots (.6); review, revise same (.9); correspond with T. Eck, K&E team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Mike James Koch	3.10	Review, revise disclosure statement (2.6); correspond with M. Reiney, K&E team re same (.2); conference with F. Petrie, K&E team re plan, disclosure statement (.3).
07/27/23	Christine A. Okike, P.C.	4.70	Review Committee comments to plan (.5); review, analyze plan (1.8); review, revise solicitation materials (.5); telephone conferences with Company, Haynes and Boone, F. Petrie, K&E team re plan (1.0); telephone conference with Brown Rudnick, Haynes and Boone, F. Petrie, K&E team re same (.9).
07/27/23	Francis Petrie	9.70	Telephone conference re plan terms with M. Reiney, K&E team (.4); telephone conference with Company re same (.5); telephone conference with Brown Rudnick re same (.3); review and revise plan language (1.4); review and revise disclosure statement, conditional motion and ballots (3.9); correspond with R. Jacobson, M. Reiney re same (2.1); office conferences with M. Reiney re settlement structure and status, draft language re same (1.1).
07/27/23	Margaret Reiney	4.30	Correspond with F. Petrie, K&E team re plan, disclosure statement status (.5); correspond with F. Petrie, K&E team, Brown Rudnick re plan (.6); review and revise same (1.3); review, revise disclosure statement (1.1); correspond with F. Petrie, K&E team re same (.8).
07/27/23	Jimmy Ryan	2.80	Correspond with F. Petrie, K&E team re chapter 11 plan (.7); review, revise same (1.0); conference with F. Petrie, K&E team re same (.2); telephone conference with F. Petrie, K&E team, Haynes and Boone, and Brown Rudnick re same (.9).
07/27/23	Michael B. Slade	0.40	Review and comment on solicitation cover letter.
07/27/23	Michael B. Slade	2.00	Review, revise plan and plan settlement (1.0); correspond with F. Petrie re same (.2); telephone conference with Committee, Haynes and Boone, C. Okike, and K&E team re plan and disclosure statement issues (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Josh Sussberg, P.C.	0.50	Correspond with C. Okike re Committee comments to plan and disclosure statement (.1); correspond with C. Okike re plan provision (.2); correspond with C. Okike re meeting with M. Meghji (.2).
07/28/23	Trevor Eck	2.90	Review, revise disclosure statement (.4); review, revise conditional disclosure statement motion (1.1); review, revise disclosure statement order exhibits (1.0); draft notices re same (.4).
07/28/23	Rob Jacobson	2.10	Review, revise solicitation materials (1.3); research precedent re same (.3); correspond with T. Eck, K&E team re same (.5).
07/28/23	Mike James Koch	1.10	Review, revise disclosure statement (.9); correspond with M. Reiney, K&E team re same (.2).
07/28/23	Christine A. Okike, P.C.	1.40	Telephone conference with management, Haynes and Boone, M. Slade, K&E team re plan releases (.6); correspond with Brown Rudnick re same (.3); review and revise Committee letter to creditors (.5).
07/28/23	Francis Petrie	8.80	Telephone conferences with Company, M. Slade, and K&E team re plan language (1.3); telephone conferences with M. Slade re same (.4); review and revise plan (1.9); review, revise disclosure statement (1.9); review, revise ballots (1.9); correspond with Shearman, Company re release language (.6); correspond with Brown Rudnick re final forms of documents (.8).
07/28/23	Margaret Reiney	1.90	Review, revise plan (1.1); review, revise disclosure statement (.8).
07/28/23	Jimmy Ryan	2.50	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.9); review, revise chapter 11 plan (1.0); review, analyze settlement agreement re same (.3); review, revise letter in support of solicitation (.2); correspond with F. Petrie re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Michael B. Slade	2.80	Telephone conference with C. Okike and J. Sussberg re plan issue (.2); telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps (.5); telephone conference with Company, F. Petrie re plan language (1.3); follow up with F. Petrie re same (.5); review and revise solicitation letter to creditors (.3).
07/28/23	Josh Sussberg, P.C.	1.10	Correspond with M. Slade, K&E team re plan structure issues (.2); conference with C. Okike and M. Slade re same (.4); correspond with Company re same (.1); conference with Brown Rudnick re plan (.2); review and respond to revised plan language (.2).
07/29/23	Trevor Eck	3.40	Review, revise conditional disclosure statement motion (1.3); review, revise exhibits re same (2.1).
07/29/23	Christine A. Okike, P.C.	4.30	Analyze settlement and release provisions (.5); correspond with Shearman, Zukerman, Haynes and Boone and K&E teams re same (.5); review, revise plan (1.6); review, revise disclosure statement (1.7).
07/29/23	Francis Petrie	6.80	Review and revise plan (2.0); review and revise conditional disclosure statement motion, ballots (2.0); correspond with M. Reiney re settlement drafting (.3); correspond with C. Okike, J. Sussberg, K&E team re Committee plan suggestions (.2); draft documentation re settlement (.3); review term sheet re same (1.8); correspond with R. Jacobson, T. Eck re revised ballots (.2).
07/29/23	Margaret Reiney	1.90	Review, revise solicitation materials (1.2); correspond with F. Petrie, K&E team re same (.7).
07/29/23	Jimmy Ryan	0.90	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.4); review, revise same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/29/23	Josh Sussberg, P.C.	2.30	Correspond with R. Kanowitz and Kirkland team re Committee standing issues (.5); review SemCrude and related case law (.6); draft detailed correspondence to Committee, Brown Rudnick, individual lawyers re standing and resolution of same (.4); further correspondence with Shearman re same (.5); correspond with Haynes and Boone re same (.1); correspond with re R. Stark re status (.2).
07/30/23	Trevor Eck	4.10	Review, revise conditional disclosure statement motion (2.4); review, revise exhibits re same (1.1); draft notices re same (.5); review, revise agenda re same (.1).
07/30/23	Christine A. Okike, P.C.	5.90	Telephone conference with Company, Shearman, Haynes and Boone, M. Slade, K&E team re plan releases (.2); review, revise disclosure statement (2.7); review, revise supplemental disclosure statement motion (.6); review, revise liquidation analysis (.2); review, revise solicitation procedures, ballots and notices (1.0); review, revise solicitation letter (.7); correspond with New Jersey and Texas attorneys general re plan (.2); correspond with F. Petrie, K&E team re same (.3).
07/30/23	Francis Petrie	9.90	Telephone conference with Haynes and Boone, Shearman re standing (.3); correspond with Shearman re plan language re same (.4); review and revise plan (2.5); review and revise disclosure statement (2.6); review and revise conditional disclosure statement motion, order, ballots (2.5); correspond with Cole Schotz, Brown Rudnick, Company re finalizing forms of documents (.8); coordinate filing re same (.8).
07/30/23	Margaret Reiney	2.70	Correspond with F. Petrie, K&E team re disclosure statement documents (.6); review, revise disclosure statement, plan (2.1).
07/30/23	Jimmy Ryan	1.10	Correspond with M. Koch, K&E team re chapter 11 plan and disclosure statement (.3); review, revise chapter 11 plan (.1); review, revise cover letter (.5); correspond with F. Petrie, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/23	Josh Sussberg, P.C.	0.50	Correspond with Haynes and Boone re plan language re standing (.3); review Shearman comments to plan (.2).
07/31/23	Trevor Eck	4.90	Review, revise disclosure statement exhibits (3.9); correspond with F. Petrie, K&E team re same (.4); further review, revise same (.6).
07/31/23	Mike James Koch	1.40	Review, revise disclosure statement (.5); correspond with M. Reiney, K&E team re same (.3); review, revise liquidation analysis (.1); compile disclosure statement re filing (.4); correspond with F. Petrie re same (.1).
07/31/23	Christine A. Okike, P.C.	10.70	Telephone conference with Brown Rudnick, Shearman, Haynes and Boone, K&E teams re plan releases (.2); review liquidation analysis (1.2); telephone conferences with Brown Rudnick re Committee letter (.3); correspond with Company re same (.2); review Committee letter (.4); review plan (.4); review FTX, 3AC and SEC objections to disclosure statement (.9); telephone conference with Haynes and Boone re same (.2); telephone conference with Latham, Haynes and Boone, and K&E team re 3AC objection (.3); review solicitation letter (.5); review, analyze disclosure statement, plan (1.7); prepare for disclosure statement hearing (3.9); correspond with Latham re 3AC plan treatment (.5).
07/31/23	Francis Petrie	10.20	Review and revise plan (2.6); review and revise disclosure statement (2.5); review and revise ballots, disclosure statement motion exhibits (2.6); correspond with Company, Brown Rudnick re same (2.5).
07/31/23	Margaret Reiney	3.00	Draft application to shorten re disclosure statement motion (.7); correspond with F. Petrie, K&E team, Cole Schotz re same (.3); review, revise plan (1.2); review, revise disclosure statement (.8).
07/31/23	Jimmy Ryan	3.10	Correspond with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.4); correspond with F. Petrie, K&E team recover letter (.7); review, revise same (2.0).
07/31/23	Michael B. Slade	0.40	Review and comment on solicitation letter.

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084081

BlockFi Inc.

Matter Number:

54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/23	Josh Sussberg, P.C.	0.80	Conference with Brown Rudnick, Shearman, Haynes and Boone, C. Okike, K&E team re revised plan language (.2); conference with Company re status (.2); correspond with Brown Rudnick re Committee and Debtor letter, revised plan, disclosure statement (.3); correspond with Haynes and Boone re status (.1).
Total		458.80	

Document Page 487 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084082
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 41,438.50

Total legal services rendered

\$ 41,438.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	8.90	885.00	7,876.50
David Hackel	4.10	885.00	3,628.50
Rob Jacobson	2.40	1,245.00	2,988.00
Mike James Koch	2.80	885.00	2,478.00
Brian Nakhaimousa	2.40	1,155.00	2,772.00
Isabella J. Paretti	6.90	885.00	6,106.50
Francis Petrie	1.20	1,375.00	1,650.00
Margaret Reiney	7.20	1,245.00	8,964.00
Jimmy Ryan	5.00	995.00	4,975.00
TOTALS	40.90		\$ 41,438.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/23	David Hackel	0.90	Correspond with R. Jacobson re response to Fee Examiner (.1); research re same (.5); review, analyze expenses re same (.3).
07/07/23	David Hackel	0.80	Correspond with R. Jacobson re responses to Fee Examiner (.2); review, analyze fee examiner memorandum re same (.4); review, analyze fee examiner inquiries re same (.2).
07/07/23	Rob Jacobson	2.40	Review, revise Fee Examiner expense responses (1.8); correspond with F. Petrie, M. Reiney re same (.2); correspond with D. Hackel, K&E team re same (.1); review, analyze receipts, backup re expenses re same (.3).
07/07/23	Francis Petrie	0.60	Review, analyze Fee Examiner response.
07/11/23	David Hackel	1.90	Review, revise K&E invoice re privilege and confidentiality.
07/11/23	Mike James Koch	1.70	Review, revise K&E invoice re confidentiality and privilege.
07/11/23	Jimmy Ryan	1.90	Review, revise K&E invoice re confidentiality and privilege.
07/12/23	Trevor Eck	3.00	Review, revise K&E invoice re confidentiality and privilege (2.2); draft certificate of no objection re K&E monthly fee statement (.6); correspond with R. Jacobson, K&E team, Cole Schotz re same (.2).
07/12/23	Mike James Koch	1.10	Review, revise K&E invoice re confidentiality and privilege; (1.0); correspond with R. Jacobson, K&E team re same (.1).
07/12/23	Jimmy Ryan	0.20	Conference with R. Jacobson and D. Hackel re K&E invoice privilege and confidentiality.
07/13/23	Trevor Eck	2.60	Review, revise K&E invoice re privilege, confidentiality.
07/13/23	Jimmy Ryan	2.90	Review, revise K&E invoice re privilege and confidentiality.
07/14/23	Trevor Eck	3.30	Review, revise K&E invoice re privilege and confidentiality.
07/14/23	Isabella J. Paretti	1.80	Review, revise K&E invoice re privilege and confidentiality.

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084082

BlockFi Inc.

Matter Number:

54119-20

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/23	Francis Petrie	0.60	Correspond with R. Jacobson, K&E team re invoices and Fee Examiner response.
07/16/23	Brian Nakhaimousa	2.40	Review, K&E invoice re privilege and confidentiality.
07/19/23	David Hackel	0.50	Correspond with R. Jacobson, K&E team re K&E invoice re privilege and confidentiality (.1); review, revise K&E invoice re same (.4).
07/19/23	Isabella J. Paretti	1.20	Review, revise K&E invoice re confidentiality and privilege considerations (1.1); correspond with R. Jacobson re same (.1).
07/19/23	Margaret Reiney	0.30	Correspond with F. Petrie, K&E team, Cole Schotz re Fee Examiner.
07/20/23	Isabella J. Paretti	3.90	Review, revise K&E invoices re confidentiality, privilege considerations (3.8); correspond with R. Jacobson re same (.1).
07/28/23	Margaret Reiney	2.60	Review, revise K&E invoice re confidentiality and privilege.
07/29/23	Margaret Reiney	1.70	Review, revise K&E invoice re confidentiality and privilege.
07/31/23	Margaret Reiney	2.60	Review, revise K&E invoice re confidentiality and privilege.
Total		40.90	

Document Page 491 of 621
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084083
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,580.50

Total legal services rendered

\$ 15,580.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	6.20	885.00	5,487.00
Rob Jacobson	0.70	1,245.00	871.50
Brian Nakhaimousa	0.80	1,155.00	924.00
Isabella J. Paretti	6.30	885.00	5,575.50
Francis Petrie	0.90	1,375.00	1,237.50
Margaret Reiney	0.70	1,245.00	871.50
Josh Sussberg, P.C.	0.30	2,045.00	613.50
TOTALS	15.90		\$ 15,580.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/23	Isabella J. Paretti	2.50	Review, revise summary of professionals' fees (1.6); review filed applications, statements re same (.5); correspond with F. Petrie re same (.2); correspond with Kroll team re same (.2).
07/02/23	Isabella J. Paretti	3.80	Review, revise professionals' fee summary (2.9); conference with S. Margolis re same (.4); correspond with M. Reiney re same (.1); conference with B. Nakhaimousa re same (.2); correspond with F. Petrie, R. Jacobson re same (.2).
07/02/23	Francis Petrie	0.90	Correspond with M. Reiney re professionals' fee summary.
07/03/23	Josh Sussberg, P.C.	0.30	Telephone conference with S. Waisman re Kroll fees (.2); correspond with S. Waisman re same (.1).
07/11/23	Brian Nakhaimousa	0.80	Review, analyze BRG monthly fee statement (.7); correspond with Cole Schotz, R. Jacobson re same (.1).
07/14/23	Trevor Eck	3.40	Review, revise Deloitte monthly fee statements re confidentiality (2.9); correspond with R. Jacobson, K&E team re same (.5).
07/14/23	Rob Jacobson	0.70	Review, analyze Deloitte monthly fee statements re confidentiality (.6); correspond with T. Eck re same (.1).
07/14/23	Margaret Reiney	0.70	Correspond with F. Petrie, K&E team, Cole Schotz, Haynes and Boone re Fee Examiner.
07/17/23	Trevor Eck	1.20	Review, revise Deloitte monthly fee statement re confidentiality (.9); correspond with R. Jacobson re same (.3).
07/18/23	Trevor Eck	0.90	Review, revise Deloitte monthly fee statements re confidentiality (.6); correspond with R. Jacobson, Deloitte re same (.3).
07/20/23	Trevor Eck	0.20	Review, analyze Deloitte monthly fee statement.
07/26/23	Trevor Eck	0.30	Draft certificate of no objection re Moelis monthly fee statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/23	Trevor Eck	0.20	Correspond with R. Jacobson, K&E team, Moelis, Cole Schotz re Moelis monthly fee statement certificate of no objection.
Total		15.90	

Document Page 495 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084084
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 7,489.50

Total legal services rendered

\$ 7,489.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Katherine Karnosh	1.80	1,075.00	1,935.00
Christine A. Okike, P.C.	0.60	1,850.00	1,110.00
Francis Petrie	0.30	1,375.00	412.50
Anthony Vincenzo Sexton, P.C.	2.40	1,680.00	4,032.00
TOTALS	5.10		\$ 7,489.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/03/23	Anthony Vincenzo Sexton, P.C.	0.20	Correspond with F. Petrie, K&E team re liquidation structuring issues.
07/06/23	Christine A. Okike, P.C.	0.60	Telephone conference with Deloitte, Walkers, Haynes and Boone, A. Sexton, K&E team re international tax structuring matters.
07/06/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with JPLs re tax structuring issues.
07/14/23	Katherine Karnosh	0.40	Telephone conference with A. Sexton, Deloitte, Company re tax compliance issues.
07/14/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax compliance issues.
07/21/23	Katherine Karnosh	0.90	Telephone conference with A. Sexton, Deloitte, Company re tax compliance issues (.3); review, revise updated chapter 11 plan re same (.6).
07/21/23	Francis Petrie	0.30	Correspond with A. Sexton, Brown Rudnick team re tax issues.
07/21/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax compliance issues.
07/25/23	Katherine Karnosh	0.30	Telephone conference with A. Sexton, Committee re liquidating trust and disclosure statement re tax issues.
07/25/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with Committee re plan re tax considerations.
07/26/23	Anthony Vincenzo Sexton, P.C.	0.30	Review and revise disclosure statement re tax considerations.
07/27/23	Katherine Karnosh	0.20	Review, revise disclosure statement re tax considerations.
Total		5.10	

Document Page 498 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084085
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,831.00

Total legal services rendered

\$ 15,831.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	1.10	885.00	973.50
Francis Petrie	2.00	1,375.00	2,750.00
Jimmy Ryan	1.60	995.00	1,592.00
Michael B. Slade	1.70	1,855.00	3,153.50
Josh Sussberg, P.C.	3.60	2,045.00	7,362.00
TOTALS	10.00		\$ 15,831.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/23	Michael B. Slade	1.70	Travel from Chicago, IL to New York, NY re meetings and July 13 hearing (billed at half time).
07/13/23	Mike James Koch	1.10	Travel from New York, NY to Trenton, NJ re July 13 hearing (.8) (billed at half time); return travel from Trenton, NJ to New York, NY re July 13 hearing (.3) (billed at half time).
07/13/23	Francis Petrie	2.00	Travel from New York, NY to Trenton, NJ re July 13 hearing (1.0) (billed at half time); return travel from Trenton, NJ to New York, NY re July 13 hearing (1.0) (billed at half time).
07/13/23	Jimmy Ryan	1.60	Travel from New York, NY to Trenton, NJ re hearing (.8) (billed at half time); return travel from NJ to NY re hearing (.8) (billed at half time).
07/17/23	Josh Sussberg, P.C.	3.60	Travel from New York, NY to Trenton, NJ re settlement discussions (1.8) (billed at half time); return travel from Trenton NJ, to New York, NY re settlement discussions (1.8) (billed at half time).
Total		10.00	

Document Page 501 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084086
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 1,617.00

Total legal services rendered

\$ 1,617.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Sarah R. Margolis	1.40	1,155.00	1,617.00
TOTALS	1.40		\$ 1,617.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/21/23	Sarah R. Margolis	1.40	Review, revise monthly operating reports (1.0); telephone conference with BRG re same (.2); correspond with R. Jacobson re same (.2).
Total		1.40	

Document Page 504 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084087
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 70,811.00

Total legal services rendered

\$ 70,811.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	13.90	1,605.00	22,309.50
Kelsey Bleiweiss	18.60	1,245.00	23,157.00
Ricardo Guzman	6.90	475.00	3,277.50
Christine A. Okike, P.C.	1.40	1,850.00	2,590.00
Molly Portwood	2.10	295.00	619.50
Chloe Reum	8.00	850.00	6,800.00
Michael B. Slade	6.50	1,855.00	12,057.50
TOTALS	57.40		\$ 70,811.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/04/23	Bob Allen, P.C.	0.40	Review, analyze FTX filings.
07/05/23	Bob Allen, P.C.	0.40	Correspond with Company, K. Bleiweiss, K&E team re regulator interview.
07/05/23	Michael B. Slade	0.40	Telephone conference with B. Allen, K&E team re investigation and next steps.
07/07/23	Ricardo Guzman	0.50	Correspond with A. Schrader and Deloitte re document production and regulatory issues.
07/08/23	Bob Allen, P.C.	0.40	Correspond with K. Bleiweiss re 3AC request by SDNY (.1); prepare for regulator interview preparation session (.3).
07/08/23	Ricardo Guzman	0.50	Correspond with A. Schrader and Deloitte re production data for co-counsel and reporting.
07/09/23	Bob Allen, P.C.	1.80	Draft regulator interview preparation outline (1.4); review, analyze relevant documents re same (.4).
07/10/23	Bob Allen, P.C.	3.20	Telephone conference with D. Gold and C. LaVigne re DOJ request (.5); prepare for and attend regulator interview preparation session (2.4); telephone conference with Company re 3AC request (.3).
07/10/23	Ricardo Guzman	1.00	Review, analyze production of documents and quality control process re regulatory issues (.5); correspond with K. Bleiweiss re same (.5).
07/10/23	Chloe Reum	3.00	Telephone conference with B. Allen re DOJ request (.5); telephone conference with B. Allen, Company re 3AC production (.3); conference with B. Allen and Company re regulator interview preparation (2.0); review, analyze 3AC production documents (.2).
07/10/23	Michael B. Slade	2.50	Telephone conference with B. Allen, K&E team re DOJ proffer preparation.
07/11/23	Bob Allen, P.C.	1.00	Correspond with K. Bleiweiss re 3AC production (.3); correspondence with D. Gold re proffer (.1); correspond with regulators re same (.1); telephone conference with J. Hickey re DOJ request (.5).
07/11/23	Kelsey Bleiweiss	0.30	Correspond with B. Allen, K&E team re document production issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/23	Ricardo Guzman	1.00	Review, analyze production of documents and quality control process re regulatory issues (.5); correspond with K. Bleiweiss re same (.5).
07/12/23	Bob Allen, P.C.	4.40	Attend regulator proffer (3.4); telephone conference with M. Slade and C. Reum re same (.4); telephone conference with Company re regulatory matters (.3); correspond with C. Reum, K&E team re DFPI requests (.3).
07/12/23	Ricardo Guzman	1.00	Review, analyze production documents re responsiveness (.5); correspond with M. Guzaitis and Deloitte re document production for regulators (.5).
07/12/23	Molly Portwood	0.20	Review, revise document production tracker.
07/12/23	Chloe Reum	5.00	Attend DOJ proffer session (3.4); telephone conference with B. Allen, K&E team re same (.4); draft summary re same (1.2).
07/12/23	Michael B. Slade	2.90	Attend government proffer (2.5); telephone conference with B. Allen, K&E team re same (.4).
07/13/23	Bob Allen, P.C.	0.70	Telephone conference with S. Rothschild re information requests (.4); telephone conference with Company re same (.2); correspond with Company re same (.1).
07/14/23	Ricardo Guzman	0.30	Correspond with K. Bleiweiss, K&E team re production process and reporting.
07/16/23	Bob Allen, P.C.	0.10	Correspond with C. Reum, K&E team re DFPI requests.
07/17/23	Bob Allen, P.C.	0.40	Review, analyze indemnification agreements re regulatory issues, production.
07/17/23	Kelsey Bleiweiss	0.10	Correspond with R. Guzman re document production and regulatory issue.
07/17/23	Ricardo Guzman	1.30	Review, analyze production of documents and quality control process re regulatory issues (1.0); correspond with K. Bleiweiss re same (.3).
07/18/23	Kelsey Bleiweiss	0.40	Review, analyze document production issues (.2); correspond with R. Guzman re same (.2).
07/18/23	Ricardo Guzman	0.50	Correspond with Deloitte re document production and regulatory issues.
07/18/23	Christine A. Okike, P.C.	0.50	Review, analyze regulatory issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/19/23	Kelsey Bleiweiss	1.00	Review, analyze documents re production and regulatory issues (.7); correspond with B. Allen re same (.3).
07/20/23	Bob Allen, P.C.	0.30	Review, analyze indemnification agreements re production, regulatory issues (.2); correspond with K. Bleiweiss re same (.1).
07/20/23	Kelsey Bleiweiss	0.10	Correspond with B. Allen, K&E team re regulatory issues, document production.
07/20/23	Ricardo Guzman	0.30	Correspond with K. Bleiweiss re document production and regulatory issues.
07/21/23	Kelsey Bleiweiss	0.50	Correspond with R. Guzman re document production and regulatory issues.
07/21/23	Ricardo Guzman	0.50	Correspond with K. Bleiweiss and regulators re document production and regulatory issues.
07/24/23	Kelsey Bleiweiss	1.50	Analyze document production issues (1.0); correspond with R. Guzman re same (.5).
07/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with A. Peetz re trade only assets (.2); correspond with SEC re same (.1).
07/25/23	Bob Allen, P.C.	0.40	Telephone conference with Company and M. Slade re DFPI presentation.
07/25/23	Kelsey Bleiweiss	0.40	Analyze insurance documents re regulatory issues.
07/25/23	Christine A. Okike, P.C.	0.60	Telephone conference with SEC, A. Peetz, K&E team re trade only assets.
07/25/23	Molly Portwood	1.30	Draft deposition and report package for production.
07/25/23	Michael B. Slade	0.20	Correspond with F. Petrie, K&E team re data retention.
07/25/23	Michael B. Slade	0.50	Telephone conference with B. Allen and Company re regulatory requests (.4); correspond with B. Allen, Company re same (.1).
07/26/23	Kelsey Bleiweiss	4.30	Analyze insurance documents re regulatory issues.
07/26/23	Molly Portwood	0.60	Review, revise deposition and report package for production.
07/27/23	Kelsey Bleiweiss	4.60	Analyze insurance documents for production.
07/28/23	Bob Allen, P.C.	0.30	Correspond with K. Bleiweiss, K&E team re California DFPI and data retention issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/23	Kelsey Bleiweiss	4.90	Analyze insurance documents for production and regulatory issues.
07/31/23	Bob Allen, P.C.	0.10	Correspond with DFPI re regulatory issues.
07/31/23	Kelsey Bleiweiss	0.20	Review, analyze communications re production and regulatory issues.
07/31/23	Kelsey Bleiweiss	0.30	Correspond with B. Allen re document production and regulatory issues.
Total		57.40	

Document Page 510 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084088
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 30,357.00

Total legal services rendered

\$ 30,357.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	0.30	1,080.00	324.00
Megan Bowsher	13.30	395.00	5,253.50
Michael Gallo	15.00	455.00	6,825.00
Shayne Henry	2.50	1,310.00	3,275.00
Rob Jacobson	0.90	1,245.00	1,120.50
Michael B. Slade	4.10	1,855.00	7,605.50
Katie J. Welch	4.90	1,215.00	5,953.50
TOTALS	41.00		\$ 30,357.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/03/23	Michael B. Slade	1.10	Correspond with F. Petrie, K&E team re same (.4); review and revise correspondence re confidentiality designations (.7).
07/05/23	Katie J. Welch	1.20	Review background reports (.7) and draft summaries of same (.5).
07/05/23	Katie J. Welch	0.70	Conference with M. Slade, Company re upcoming deadlines and action items.
07/07/23	Michael Gallo	3.00	Research re background investigations (1.5); draft report of findings re same (1.5).
07/10/23	Megan Bowsher	1.60	Review, revise special committee memorandum.
07/10/23	Michael Gallo	3.00	Research re background investigations (1.5); draft report of findings re same (1.5).
07/11/23	Michael Gallo	3.00	Research re background investigations (1.5); correspond with K. Welch re same (1.5).
07/11/23	Michael B. Slade	1.20	Correspond with F. Petrie, K&E team re diligence requests (.3) review, analyze same (.5); review, analyze filings re same (.2); correspond with F. Petrie, K&E team re same (.2).
07/11/23	Katie J. Welch	0.80	Review background reports (.4) and draft summaries of same (.4).
07/12/23	Michael Gallo	3.00	Research re background investigations (1.5); draft report of findings re same (1.5).
07/13/23	Katie J. Welch	0.90	Review and analyze special committee memo (.7); correspond with C. McGushin re same (.2).
07/14/23	Rob Jacobson	0.90	Review, analyze Committee report.
07/17/23	Shayne Henry	2.00	Correspond with M. Slade, K&E team re hearing preparations (.2); review, analyze UCC report and related correspondence (1.2); review, analyze reports re status of case (.6).
07/17/23	Katie J. Welch	0.80	Review background reports (.3) and draft summaries of same (.5).
07/18/23	Shayne Henry	0.50	Conference with M. Slade re hearing preparations.
07/18/23	Michael B. Slade	0.40	Telephone conference with S. Henry, K&E team re settlement options.

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084088

BlockFi Inc.

Matter Number:

54119-26

Investigation Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/23	Katie J. Welch	0.50	Conference with K&E team re strategy and ongoing action items.
07/19/23	Michael B. Slade	0.50	Telephone conference with board re settlement status.
07/20/23	Cade C. Boland	0.30	Research FTX issues re investigation.
07/20/23	Michael B. Slade	0.90	Review, analyze term sheet (.4); telephone conference with Company, C. Okike, K&E team, Haynes and Boone re next steps in mediation (.5).
07/21/23	Megan Bowsher	0.30	Review Company document productions (.2); revise production materials re same (.1).
07/21/23	Michael Gallo	3.00	Conduct background investigations (1.5); correspond with K. Welch re same (1.5).
07/26/23	Megan Bowsher	3.70	Compile documents cited in Special Committee report.
07/27/23	Megan Bowsher	3.00	Compile documents cited in Special Committee report.
07/28/23	Megan Bowsher	4.70	Compile documents cited in Special Committee report (3.4); draft summary re same (1.3).
Total		41.00	

Document Page 514 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084090
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 4,395.50

Total legal services rendered

\$ 4,395.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	1.60	1,245.00	1,992.00
Sarah R. Margolis	1.20	1,155.00	1,386.00
Isabella J. Paretti	0.70	885.00	619.50
Jimmy Ryan	0.40	995.00	398.00
TOTALS	3.90		\$ 4,395.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/03/23	Sarah R. Margolis	0.40	Correspond with R. Jacobson re creditor inquiry (.2); correspond with creditor re same (.2).
07/10/23	Rob Jacobson	0.80	Review, analyze inquiry from creditor re wallet accounts (.1); draft correspondence to creditor re same (.7).
07/10/23	Jimmy Ryan	0.40	Correspond with Kroll team re creditor inquiry (.2); telephone conference with creditors re same (.2).
07/17/23	Rob Jacobson	0.50	Review, revise responses re pro se creditor outreach.
07/17/23	Isabella J. Paretti	0.40	Correspond with R. Jacobson, K&E team re creditor inquiries (.2); draft correspondence re same (.2).
07/18/23	Rob Jacobson	0.30	Review, revise creditor inquiry responses re pro se creditor outreach.
07/18/23	Isabella J. Paretti	0.30	Correspond with creditor re customer account status (.2); correspond with R. Jacobson re same (.1).
07/20/23	Sarah R. Margolis	0.30	Telephone conference with creditors re inquiries.
07/21/23	Sarah R. Margolis	0.20	Telephone conference with creditors re inquiries.
07/25/23	Sarah R. Margolis	0.20	Correspond with R. Jacobson, K&E team re creditor inquiry.
07/31/23	Sarah R. Margolis	0.10	Correspond with Haynes and Boone re creditor inquiry.
Total		3.90	

Document Page 517 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084091

Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through July 31, 2023
(see attached Description of Legal Services for detail)

\$ 46,187.50

Total legal services rendered

\$ 46,187.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	20.50	1,245.00	25,522.50
Mike James Koch	3.00	885.00	2,655.00
Christine A. Okike, P.C.	6.50	1,850.00	12,025.00
Isabella J. Paretti	3.50	885.00	3,097.50
Francis Petrie	2.10	1,375.00	2,887.50
TOTALS	35.60		\$ 46,187.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/05/23	Rob Jacobson	2.60	Review, revise wallet withdrawal user interface updates (1.5); correspond with C. Okike re same (.1); correspond with Company re same (.1); draft responses to Reed Smith ad hoc group inquiries re wallet comfort order (.9).
07/05/23	Francis Petrie	0.90	Correspond with counsel to wallet holders re form of order (.3); review analyze issues re same (.6).
07/06/23	Rob Jacobson	4.90	Review, revise responses to Reed Smith ad hoc group re inquiries re wallet order (2.6); correspond with F. Petrie re same (.4); correspond with C. Okike re same (.3); correspond with Company re same (.3); analyze terms of service re same (.3); correspond with Reed Smith re same (.1); review, analyze Reed Smith objection to wallet comfort order (.9).
07/06/23	Christine A. Okike, P.C.	0.70	Review, analyze terms of use re Ad Hoc Wallet Holders objection to wallet comfort order (.5); correspond with R. Jacobson re response to same (.2).
07/07/23	Rob Jacobson	4.80	Review, revise wallet comfort order (1.7); review, analyze terms of service re same (.9); correspond with C. Okike, F. Petrie re same (.3); review, analyze Reed Smith group objection to wallet comfort order (.9); correspond with F. Petrie re revisions to wallet comfort order (.3); review wallet comfort order re same (.6); correspond with C. Okike re same (.1).
07/07/23	Mike James Koch	2.50	Draft responsive pleading re objection to wallet comfort order (2.4); correspond with R. Jacobson re same (.1).
07/07/23	Christine A. Okike, P.C.	0.80	Review, analyze wallet withdrawal deck (.4); review, analyze wallet communications (.1); review, analyze Ad Hoc Wallet Holders' objection to wallet comfort order (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/23	Isabella J. Paretti	2.80	Draft summary re wallet withdrawal eligibility (1.6); review, analyze wallet order, wallet application re same (1.0); correspond with R. Jacobson re same (.1); correspond with J. Ryan re same (.1).
07/07/23	Francis Petrie	0.80	Review, analyze responsive order re wallet objection (.5); correspond with R. Jacobson re same (.3).
07/10/23	Rob Jacobson	1.60	Correspond with Reed Smith re wallet comfort order (.2); correspond with F. Petrie, C. Okike re same (.1); telephone conference with Reed Smith, F. Petrie, C. Okike re same (.4); prepare for same (.2); review, revise wallet comfort order (.7).
07/10/23	Christine A. Okike, P.C.	0.80	Review revised wallet comfort order re Ad Hoc Committee objection (.4); telephone conference with Reed Smith and R. Jacobson re same (.4).
07/10/23	Francis Petrie	0.40	Telephone conference with Reed Smith re wallet comfort order (.4).
07/11/23	Rob Jacobson	1.00	Review, revise wallet order (.6); analyze terms of service re same (.2); correspond with Reed Smith re same (.1); correspond with C. Okike, F. Petrie re same (.1).
07/11/23	Mike James Koch	0.30	Draft notice of revised proposed wallet order (.2); correspond with R. Jacobson re same (.1).
07/11/23	Christine A. Okike, P.C.	0.40	Review, analyze revised wallet order (.2); correspond with Company re same (.2).
07/12/23	Rob Jacobson	3.50	Review, revise wallet comfort order (.6); correspond with Reed Smith re same (.1); draft notice re same (.7); correspond with F. Petrie, C. Okike re same (.4); draft hearing talking points re same (1.6); correspond with C. Okike re same (.1).
07/12/23	Mike James Koch	0.20	Conference with R. Jacobson re revised comfort order (.1); review, revise notice re filing re same (.1).
07/12/23	Christine A. Okike, P.C.	0.60	Draft responses to Committee re wallet withdrawal process and next steps.
07/13/23	Rob Jacobson	0.80	Review, revise wallet guide for Company in anticipation of withdrawal process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/13/23	Isabella J. Paretti	0.70	Review, revise summary re wallet withdrawal process (.6); correspond with R. Jacobson re same (.1).
07/17/23	Christine A. Okike, P.C.	0.40	Review, analyze wallet withdrawal process and related communications.
07/20/23	Christine A. Okike, P.C.	0.20	Draft response to counsel to ad hoc wallet holders re wallet withdrawal process and timing.
07/21/23	Christine A. Okike, P.C.	1.20	Review, analyze wallet withdrawal presentation (1.0); review, analyze user communications re wallet withdrawal process (.2).
07/24/23	Rob Jacobson	1.00	Review, revise user interface disclosures re withdrawal process (.7); correspond with C. Okike, Company re same (.3).
07/24/23	Christine A. Okike, P.C.	1.30	Review and revise wallet withdrawal process presentation.
07/28/23	Christine A. Okike, P.C.	0.10	Review, revise user communications re wallet withdrawal process.
07/29/23	Rob Jacobson	0.30	Correspond with Brown Rudnick team re wallet communications materials (.1); review, revise same re same (.2).
Total		35.60	

Exhibit J

Detailed Description of Expenses and Disbursements

April 2023

Document Page 524 of 621
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050079956
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through April 30, 2023
(see attached Description of Expenses for detail)

\$ 514,547.23

Total expenses incurred

\$ 514,547.23

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	48.00
Standard Copies or Prints	820.80
Color Copies or Prints	5,091.50
Outside Messenger Services	301.33
Local Transportation	340.97
Travel Expense	15,000.00
Airfare	3,659.50
Transportation to/from airport	3,710.53
Travel Meals	1,419.73
Court Reporter Fee/Deposition	14,370.39
Professional Fees	461,731.39
Catering Expenses	96.00
Computer Database Research	1,229.00
Westlaw Research	4,136.81
LexisNexis Research	1,804.03
Overtime Transportation	118.19
Overtime Meals - Attorney	498.59
Overnight Delivery - Hard	64.07
Computer Database Research - Soft	106.40
Total	\$ 514,547.23

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/13/23	Michael B. Slade - Michael B. Slade, in flight wifi, Travel to New York NY for Company depositions and meetings from March 13, 2023 through March 17, 2023. 03/13/2023	8.00
03/17/23	Michael B. Slade - Michael B. Slade, in flight wifi, Travel to New York, NY for Company depositions and meetings from March 13, 2023 through March 17, 2023. 03/17/2023	8.00
03/20/23	Casey McGushin - Casey McGushin, in flight wifi, deposition preparation and attend A. Cheela deposition 03/20/2023	8.00
04/05/23	Michael B. Slade - Michael B. Slade, in flight wifi, Travel to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/05/2023	8.00
04/14/23	Michael B. Slade - Michael B. Slade, in flight wifi, Travel to New York, NY for Company depositions from April 9, 2023 through April 14, 2023. 04/14/2023	8.00
04/16/23	Casey McGushin - Casey McGushin, in flight wifi, Meetings with Company re Company investigation and April omnibus hearings on 4/19 and 4/27. 04/16/2023	8.00
	Total	48.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/03/23	Standard Copies or Prints	4.20
04/05/23	Standard Copies or Prints	0.40
04/08/23	Standard Copies or Prints	62.00
04/09/23	Standard Copies or Prints	121.00
04/10/23	Standard Copies or Prints	0.70
04/10/23	Standard Copies or Prints	3.00
04/11/23	Standard Copies or Prints	6.40
04/11/23	Standard Copies or Prints	5.30
04/11/23	Standard Copies or Prints	7.90
04/12/23	Standard Copies or Prints	84.90
04/12/23	Standard Copies or Prints	1.30
04/12/23	Standard Copies or Prints	12.00
04/13/23	Standard Copies or Prints	3.10
04/13/23	Standard Copies or Prints	30.20
04/14/23	Standard Copies or Prints	3.50
04/16/23	Standard Copies or Prints	107.40
04/17/23	Standard Copies or Prints	11.40
04/17/23	Standard Copies or Prints	0.40
04/17/23	Standard Copies or Prints	11.20
04/19/23	Standard Copies or Prints	4.00
04/19/23	Standard Copies or Prints	86.40
04/20/23	Standard Copies or Prints	5.70
04/22/23	Standard Copies or Prints	30.80
04/24/23	Standard Copies or Prints	71.00
04/24/23	Standard Copies or Prints	84.50
04/24/23	Standard Copies or Prints	0.70
04/25/23	Standard Copies or Prints	13.00
04/26/23	Standard Copies or Prints	16.80
04/26/23	Standard Copies or Prints	6.20
04/27/23	Standard Copies or Prints	2.90
04/27/23	Standard Copies or Prints	16.00
04/28/23	Standard Copies or Prints	6.50
	Total	820.80

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/03/23	Color Copies or Prints	43.50
04/03/23	Color Copies or Prints	35.50
04/05/23	Color Copies or Prints	34.00
04/08/23	Color Copies or Prints	186.00
04/09/23	Color Copies or Prints	1,788.00
04/10/23	Color Copies or Prints	663.50
04/10/23	Color Copies or Prints	35.00
04/10/23	Color Copies or Prints	31.50
04/10/23	Color Copies or Prints	884.00
04/11/23	Color Copies or Prints	52.00
04/12/23	Color Copies or Prints	334.00
04/12/23	Color Copies or Prints	157.50
04/13/23	Color Copies or Prints	82.00
04/13/23	Color Copies or Prints	39.50
04/14/23	Color Copies or Prints	18.00
04/16/23	Color Copies or Prints	278.00
04/17/23	Color Copies or Prints	2.00
04/17/23	Color Copies or Prints	0.50
04/19/23	Color Copies or Prints	72.00
04/22/23	Color Copies or Prints	30.00
04/24/23	Color Copies or Prints	3.50
04/24/23	Color Copies or Prints	137.00
04/24/23	Color Copies or Prints	93.50
04/25/23	Color Copies or Prints	19.00
04/26/23	Color Copies or Prints	38.00
04/27/23	Color Copies or Prints	3.00
04/27/23	Color Copies or Prints	31.00
	Total	5,091.50

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/13/23	VITAL TRANSPORTATION SERVICES INC - TRF VITAL TRANSPORTATION SERVICES INC - (Package) delivered from Office to Sussberg Home. 01/08/2023	121.35
02/03/23	VITAL TRANSPORTATION SERVICES INC - TRF VITAL TRANSPORTATION SERVICES INC - (Package) delivered from Office to Sussberg Home. 01/07/2023	128.10
03/24/23	VITAL TRANSPORTATION SERVICES INC - RECLASS VITAL TRANSPORTATION SERVICES INC - (Package) delivered from office to M. Reiney home 3/12/23	51.88
	Total	301.33

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/05/23	Michael B. Slade - Michael B. Slade, Taxi, Taxi from Dinner to Hotel re trip to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/05/2023	24.66
04/10/23	Alexandra Schrader - Alexandra Schrader, Taxi, Taxi from NY Airport to Office for deposition preparation and attend deposition 04/10/2023	56.15
04/10/23	Alexandra Schrader - Alexandra Schrader, Taxi, Taxi from A. Schrader Home to Chicago Airport for deposition preparation and attend deposition 04/10/2023	74.15
04/14/23	Alexandra Schrader - Alexandra Schrader, Taxi, Taxi from Chicago Airport to A. Schrader Home for deposition preparation and attend deposition 04/14/2023	41.04
04/14/23	Alexandra Schrader - Alexandra Schrader, Taxi, Taxi from NY Hotel to NY Airport for deposition preparation and attend deposition 04/14/2023	55.19
04/20/23	Casey McGushin - Casey McGushin, Taxi, Taxi from Office to LaGuardia Airport. Meetings with client re investigation and a hearing. 04/20/2023	89.78
	Total	340.97

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/13/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023. 03/13/2023	600.00
03/14/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023. 03/14/2023	600.00
03/15/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023. 03/15/2023	600.00
03/16/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023. 03/16/2023	600.00
03/20/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from March 20, 2023 through March 22, 2023. 03/20/2023	600.00
03/21/23	Casey McGushin - Casey McGushin, Lodging 1 night, Travel to New York, NY for Company (A. Cheela) deposition preparation and attend deposition 03/21/2023	600.00
03/21/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Three-day travel to New York City for client depositions from March 20, 2023 through March 22, 2023. 03/21/2023	600.00
04/02/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Three-day trip to New York City for client depositions and meetings from April 2, 2023 through April 5, 2023. 04/02/2023	600.00
04/03/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Three-day trip to New York City for client depositions and meetings from April 2, 2023 through April 5, 2023. 04/03/2023	600.00
04/04/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Three-day trip to New York City for client depositions and meetings from April 2, 2023 through April 5, 2023. 04/04/2023	600.00
04/09/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/09/2023	600.00
04/10/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/10/2023	600.00
04/11/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/11/2023	600.00

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

04/12/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/12/2023	600.00
04/13/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Travel to New York City for client depositions from April 9, 2023 through April 14, 2023. 04/13/2023	600.00
04/14/23	Alexandra Schrader - Alexandra Schrader, Lodging 4 nights, New York, NY, Four-day travel to New York, NY for Company depositions and meetings 04/14/2023	2,400.00
04/17/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Two-day trip for client meetings scheduled for April 17, 2023 through April 19, 2023. 04/17/2023	600.00
04/17/23	Casey McGushin - Casey McGushin, Lodging 1 night, New York, Meetings with client re investigation and a hearing. 04/17/2023	600.00
04/18/23	Michael B. Slade - Michael B. Slade, Lodging 1 night, New York, NY, Two-day trip for client meetings scheduled for April 17, 2023 through April 19, 2023. 04/18/2023	600.00
04/19/23	Casey McGushin - Casey McGushin, Lodging 1 night, New York, Meetings with client re investigation and a hearing. 04/19/2023	600.00
04/19/23	Casey McGushin - Casey McGushin, Lodging 1 night, New York, Meetings with client re investigation and a hearing. 04/19/2023	600.00
04/20/23	Casey McGushin - Casey McGushin, Lodging 1 night, New York, Meetings with client re investigation and a hearing. 04/20/2023	600.00
	Total	15,000.00

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/09/23	Michael B. Slade - Michael B. Slade, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for Company depositions and meetings from March 13, 2023, through March 17, 2023. 03/09/2023	460.36
03/09/23	Michael B. Slade - Michael B. Slade, Agency Fee, Travel to New York for client depositions and meetings from March 13, 2023, through March 17, 2023.	58.00
03/09/23	Michael B. Slade - Michael B. Slade, Airfare, one way trip from New York, NY to Chicago, IL, Coach, Travel for Company depositions from March 20, 2023 through March 22, 2023. 03/09/2023	220.98
03/09/23	Michael B. Slade - Michael B. Slade, Agency Fee, one way trip from New York, NY to Chicago, IL, Travel for Company depositions from March 20, 2023 through March 22, 2023. 03/09/2023	58.00
03/19/23	Casey McGushin - Casey McGushin, Airfare, one way trip from New York, NY to Chicago, IL, Coach, Travel for Company deposition preparation and attend deposition. 03/19/2023	353.98
03/21/23	Casey McGushin - Casey McGushin, Agency Fee, one way trip from New York, NY to Chicago, IL Coach, Travel for Company deposition preparation and attend deposition. 03/21/2023	35.00
03/22/23	Michael B. Slade - Michael B. Slade, Agency Fee, round trip from Chicago, IL to New York, NY, Coach, Travel for Company depositions and meetings from April 2, 2023 through April 5, 2023. 03/22/2023	58.00
03/22/23	Michael B. Slade - Michael B. Slade, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for Company depositions and meetings from April 2, 2023 through April 5, 2023. 03/22/2023	432.75
04/04/23	Michael B. Slade - Michael B. Slade, Airfare, one way trip from New York, NY to Chicago, IL, Reduced to Coach, Travel for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/04/2023	220.00
04/05/23	Michael B. Slade - Michael B. Slade, Agency Fee, round trip from Chicago IL to New York, NY, Coach, Travel for Company depositions from April 9, 2023 through April 14, 2023. 04/05/2023	58.00
04/05/23	Michael B. Slade - Michael B. Slade, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for Company depositions from April 9, 2023 through April 14, 2023. 04/05/2023	520.30

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

04/06/23	Alexandra Schrader - Alexandra Schrader, Agency Fee, round trip from Chicago, IL to New York, NY, Coach, Travel for deposition preparation and attend deposition. 04/06/2023	58.00
04/06/23	Alexandra Schrader - Alexandra Schrader, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for deposition preparation and attend deposition 04/06/2023	500.99
04/11/23	Casey McGushin - Casey McGushin, Airfare, one way from Chicago, IL to New York, NY, Coach, Travel for Company meetings re investigation and a hearing. 04/11/2023	453.98
04/13/23	Alexandra Schrader - Alexandra Schrader, Airfare, round trip from Chicago, IL to New York, NY, Coach, Travel for deposition preparation and attend deposition, Refund for ticket exchange. 04/13/2023	(2.84)
04/19/23	Casey McGushin - Casey McGushin, Airfare, one way from New York, NY to Nashville, TN, Coach, Travel for Company meetings re investigation and a hearing. 04/19/2023	174.00
	Total	3,659.50

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/23	WINDY CITY LIMOUSINE - STEVEN M TOTH one way car from Home to Chicago Airport for Company meetings. 02/28/2023	120.22
03/13/23	Michael B. Slade - Michael B. Slade, one way car from Home to Chicago Airport for Company depositions and meetings from March 13, 2023, through March 17, 2023. 03/13/2023	83.00
03/17/23	Michael B. Slade - Michael B. Slade, one way car from Chicago Airport to Home for Company depositions and meetings from March 13, 2023, through March 17, 2023. 03/17/2023	64.18
03/17/23	BOSTON COACH CORPORATION - 03/13/2023 Christine Okike, round trip car from Trenton, NJ to Office for hearing.	807.25
03/17/23	BOSTON COACH CORPORATION - 03/13/2023 Francis Petrie, one way car from Office to Trenton, NJ for hearing.	1,068.99
03/20/23	Casey McGushin - Casey McGushin, one way car from Home LaGuardia Airport to MDW Airport, Chicago, Il Office for A. Cheela deposition preparation sessions and attend deposition.	60.14
03/20/23	Casey McGushin - Casey McGushin, one way car from LaGuardia Airport to K&E NY Office for A. Cheela deposition preparation sessions and attend deposition. 03/20/2023	54.92
03/21/23	Casey McGushin - Casey McGushin, one way car from K&E Office to LaGuardia Airport for A. Cheela deposition preparation sessions and attend deposition. 03/21/2023	74.62
03/22/23	Michael B. Slade - Michael B. Slade, one way car from Hotel to NY Airport for Company depositions from March 20, 2023 through March 22, 2023. 03/22/2023	91.13
03/31/23	VITAL TRANSPORTATION SERVICES INC - Slade Michael, one way car from Office to NY Airport for Company meetings and deposition preparation. 03/17/2023	109.26
03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL, one way car from Home to Chicago Airport for Company meetings. 03/29/2023	137.05
03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL, one way car from Chicago Airport to Home for Company meetings. 03/30/2023	137.05
03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL, one way car from Office to NJ Airport. 03/23/2023	123.62
03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL-from LaGuardia airport to K&E office 03/21/2023	90.80

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

03/31/23	SUNNY'S WORLDWIDE - RICHARD UPDIKE SHERM HOWELL, one way car from Office to NY Airport for Company meetings. 03/30/2023	144.59
03/31/23	SUNNY'S WORLDWIDE - MICHAEL B SLADE, one way car from NY Airport to Hotel for Company meetings and deposition preparation. 03/20/2023	90.80
04/02/23	Michael B. Slade - Michael B. Slade, one way car from NY Airport to Hotel for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/02/2023	63.25
04/02/23	Michael B. Slade - Michael B. Slade, one way car from Home to Chicago Airport for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/02/2023	34.37
04/05/23	Michael B. Slade - Michael B. Slade, one way car from Hotel to NY Airport for Company depositions and meetings from April 2, 2023 through April 5, 2023. 04/05/2023	91.13
04/10/23	Michael B. Slade - Michael B. Slade, one way car from NY Airport to Hotel for Company depositions from April 9, 2023 through April 14, 2023. 04/10/2023	56.40
04/10/23	Michael B. Slade - Michael B. Slade, one way car from Home to Chicago Airport for Company depositions from April 9, 2023 through April 14, 2023. 04/10/2023	58.54
04/14/23	Michael B. Slade - Michael B. Slade, one way car from Chicago Airport to Home for Company depositions from April 9, 2023 through April 14, 2023. 04/14/2023	69.11
04/14/23	Michael B. Slade - Michael B. Slade, one way car from Hotel to NY Airport for Company depositions from April 9, 2023 through April 14, 2023. 04/14/2023	80.11
	Total	3,710.53

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/13/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from March 13, 2023 through March 17, 2023. Michael B. Slade 03/13/2023	60.00
03/14/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from March 13, 2023 through March 17, 2023. Michael B. Slade 03/14/2023	60.00
03/16/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from March 13, 2023, through March 17, 2023. Michael B. Slade 03/16/2023	60.00
03/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend depositions. Casey McGushin 03/20/2023	12.62
03/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend depositions. Casey McGushin 03/20/2023	28.21
03/20/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions from March 20, 2023 through March 22, 2023. Michael B. Slade 03/20/2023	60.00
03/21/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend depositions. Casey McGushin 03/21/2023	60.00
03/21/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company depositions from March 20, 2023 through March 22, 2023. Michael B. Slade 03/21/2023	60.00
04/03/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. Michael B. Slade 04/03/2023	12.50
04/04/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. Michael B. Slade 04/04/2023	60.00
04/05/23	Michael B. Slade - Michael B. Slade, Travel Meals, Detroit, MI to New York, NY for Company depositions and meetings from April 2, 2023 through April 5, 2023. Michael B. Slade 04/05/2023	39.44

04/10/23	Michael B. Slade - Michael B. Slade, Travel Meals for M. Slade and A. Schrader, Chicago, IL to New York, NY for Company depositions from April 9, 2023 through April 14, 2023. Michael B. Slade, Alexandra Schrader 04/10/2023	60.00
04/10/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company depositions from April 9, 2023 through April 14, 2023. Michael B. Slade 04/10/2023	40.19
04/10/23	Alexandra Schrader - Alexandra Schrader, Travel Meals, Chicago, IL to New York, NY for Company meetings and depositions. Alexandra Schrader 04/10/2023	13.43
04/12/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company depositions from April 9, 2023 through April 14, 2023. Michael B. Slade 04/12/2023	60.00
04/12/23	Alexandra Schrader - Alexandra Schrader, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend deposition. Alexandra Schrader 04/12/2023	21.56
04/13/23	Alexandra Schrader - Alexandra Schrader, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend deposition. Alexandra Schrader 04/13/2023	57.12
04/14/23	Alexandra Schrader - Alexandra Schrader, Travel Meals, Chicago, IL to New York, NY for deposition preparation and attend deposition. Alexandra Schrader 04/14/2023	13.37
04/16/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/16/2023	60.00
04/17/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings scheduled for April 17, 2023 through April 19, 2023. Michael B. Slade 04/17/2023	60.00
04/17/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/17/2023	19.38
04/18/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company meetings scheduled for April 17, 2023 through April 19, 2023. Michael B. Slade 04/18/2023	32.48
04/18/23	Michael B. Slade - Michael B. Slade and C. McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings scheduled for April 17, 2023 through April 19, 2023. Michael B. Slade, Casey McGushin 04/18/2023	120.00
04/18/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/18/2023	27.84

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

04/19/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to New York, NY for Company meetings scheduled for April 17, 2023 through April 19, 2023. Michael B. Slade 04/19/2023	57.98
04/19/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/19/2023	27.84
04/19/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/19/2023	19.38
04/19/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/19/2023	60.00
04/19/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearings on 4/19 and 4/27. Casey McGushin 04/19/2023	27.84
04/20/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	60.00
04/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	11.30
04/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	18.62
04/20/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	18.29
04/20/23	Casey McGushin - Casey McGushin, Travel Meals, Chicago, IL to New York, NY for Company meetings re investigation and April omnibus hearing on 4/27. Casey McGushin 04/20/2023	20.34
Total		1,419.73

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/14/23	MAGNA LEGAL SERVICES LLC - TRF MAGNA LEGAL SERVICES LLC – R. Howell purchase of original and 1 certified copy of deposition transcript re Zac Prince.	3,752.39
04/17/23	MAGNA LEGAL SERVICES LLC - Original and 1 certified copy of transcript (deposition stenographer) re David Spack.	2,116.95
04/21/23	MAGNA LEGAL SERVICES LLC - Original and 1 certified copy of transcript (deposition stenographer) re Flori Marquez.	3,075.09
04/21/23	MAGNA LEGAL SERVICES LLC - 1 certified copy of transcript (deposition stenographer) re Amit Cheela.	2,934.66
04/25/23	MAGNA LEGAL SERVICES LLC - TRF MAGNA LEGAL SERVICES LLC – M. Slade purchase of original and 1 certified copy of deposition transcript re Yuri Mushkin.	2,491.30
	Total	14,370.39

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/17/23	DELOITTE TRANSACTIONS & BUS ANALYTICS - Discovery services for BlockFi re Deloitte consulting services.	2,662.50
03/19/23	LegalPartners Group LLC - Discovery expenses for BlockFi.	2,039.50
03/31/23	DELOITTE TRANSACTIONS & BUS ANALYTICS - Discovery related expenses for BlockFi re Deloitte consulting services.	160,712.02
04/02/23	LegalPartners Group LLC - Discovery expenses for BlockFi.	3,377.28
04/09/23	LegalPartners Group LLC - Professional fees for BlockFi.	3,326.40
04/11/23	DELOITTE TRANSACTIONS & BUS ANALYTICS - Discovery related expenses for BlockFi re Deloitte consulting services.	111,716.18
04/16/23	LEGALPEOPLE - Discovery related expenses for BlockFi.	180.01
04/17/23	CRA INTERNATIONAL INC, Consulting Firm - Professional Fees re research, document review, PowerPoint creation re same, telephone conferences with Company re same through 03/31/2023	177,717.50
	Total	461,731.39

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/01/23	FLIK - M. Slade Meeting on 2/23/2023	16.00
02/01/23	FLIK - BlockFi Inc. Meeting 2/15/2023	80.00
	Total	96.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Jimmy Ryan	175.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Julia Foster	40.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Mason Zurek	66.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Michael Koch	59.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by David Hackel	43.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Brian Nakhaimousa	169.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Ziv Ben-Shahar	485.00
04/14/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 03/2023 by Trevor Eck	192.00
	Total	1,229.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 3/1/2023	45.34
03/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 3/2/2023	29.84
03/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 3/2/2023	181.14
03/03/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 3/3/2023	22.64
03/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 3/6/2023	1,446.08
03/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 3/6/2023	22.64
03/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 3/7/2023	460.90
03/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/7/2023	249.05
03/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 3/8/2023	52.13
03/09/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 3/9/2023	5.44
03/09/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 3/9/2023	22.64
03/09/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 3/9/2023	58.63
03/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 3/13/2023	294.70
03/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/21/2023	45.28
03/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 3/21/2023	90.57
03/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/22/2023	181.48
03/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/23/2023	565.34

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079956

BlockFi Inc.

Matter Number:

54119-27

Expenses

03/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/24/2023	174.64
03/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 3/29/2023	188.33
	Total	4,136.81

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/1/2023 by Sarah Margolis	153.55
03/02/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/2/2023 by Rob Jacobson	207.11
03/02/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/2/2023 by Sarah Margolis	51.71
03/03/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/3/2023 by Mason Zurek	103.56
03/08/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/8/2023 by Isabella Paretti	50.13
03/22/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/22/2023 by Michael Koch	310.29
03/23/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/23/2023 by Michael Koch	51.71
03/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/24/2023 by Michael Koch	151.97
03/29/23	RELX Inc DBA LexisNexis - LexisNexis Research on 3/29/2023 by Michael Koch	724.00
	Total	1,804.03

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/05/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/05/2023	24.88
03/09/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/09/2023	22.23
03/14/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/14/2023	18.75
03/15/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/15/2023	25.39
03/21/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 03/21/2023	26.94
	Total	118.19

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/05/23	Nakhaimousa Brian 2/2/2023 OT Meal	40.00
02/05/23	Petrie Francis 2/2/2023 OT Meal	40.00
02/26/23	Eck Trevor 2/23/2023 OT Meal	32.96
02/26/23	Petrie Francis 2/23/2023 OT Meal	40.00
02/26/23	Petrie Francis 2/24/2023 OT Meal	40.00
02/28/23	Francis Petrie - Overtime Meals, New York OT meal. Francis Petrie 02/28/2023	39.08
03/05/23	Paretti Isabella J. 3/2/2023 OT Meal	36.62
03/05/23	Petrie Francis 2/27/2023 OT Meal	40.00
03/12/23	Petrie Francis 3/8/2023 OT Meal	40.00
03/19/23	Petrie Francis 3/13/2023 OT Meal	40.00
03/21/23	Sarah R. Margolis - Sarah R. Margolis, Overtime Meals - Attorney, New York, NY OT meal. Sarah R. Margolis 03/21/2023	40.00
04/02/23	Nakhaimousa Brian 3/28/2023 OT Meal	37.59
04/02/23	Paretti Isabella J. 3/30/2023 OT Meal	32.34
	Total	498.59

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/27/23	FEDERAL EXPRESS to R. Howell at K&E Chicago Office - 525003932452	64.07
	Total	64.07

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	PACER Usage for 03/2023	4.60
03/01/23	PACER Usage for 03/2023	0.30
03/01/23	PACER Usage for 03/2023	84.40
03/01/23	PACER Usage for 03/2023	17.10
	Total	106.40
TOTAL EXPENSES		\$ 514,547.23

May 2023

Document Page 552 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082768
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through May 31, 2023
(see attached Description of Expenses for detail)

\$ 484,875.60

Total expenses incurred

\$ 484,875.60

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	16.00
Standard Copies or Prints	264.50
Color Copies or Prints	1,036.50
Outside Messenger Services	407.15
Local Transportation	117.02
Travel Expense	8,273.67
Airfare	4,693.92
Transportation to/from airport	3,588.01
Travel Meals	634.31
Court Reporter Fee/Deposition	18,569.72
Professional Fees	430,229.41
Catering Expenses	5,982.00
Computer Database Research	3,944.67
Westlaw Research	2,921.04
LexisNexis Research	2,464.51
Overtime Transportation	622.07
Overtime Meals - Attorney	921.73
Overnight Delivery - Hard	116.37
Computer Database Research - Soft	73.00
Total	\$ 484,875.60

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/07/23	Michael B. Slade - in flight wifi, Travel to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023	8.00
05/18/23	Michael B. Slade - in flight wifi, Travel to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023	8.00
	Total	16.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/03/23	Standard Copies or Prints	0.10
05/04/23	Standard Copies or Prints	9.30
05/05/23	Standard Copies or Prints	1.50
05/06/23	Standard Copies or Prints	1.90
05/06/23	Standard Copies or Prints	6.30
05/07/23	Standard Copies or Prints	12.60
05/07/23	Standard Copies or Prints	105.80
05/07/23	Standard Copies or Prints	0.10
05/08/23	Standard Copies or Prints	0.40
05/09/23	Standard Copies or Prints	19.30
05/09/23	Standard Copies or Prints	1.70
05/09/23	Standard Copies or Prints	0.50
05/10/23	Standard Copies or Prints	0.20
05/10/23	Standard Copies or Prints	5.10
05/11/23	Standard Copies or Prints	0.20
05/12/23	Standard Copies or Prints	1.90
05/16/23	Standard Copies or Prints	8.10
05/16/23	Standard Copies or Prints	21.40
05/17/23	Standard Copies or Prints	0.30
05/18/23	Standard Copies or Prints	16.00
05/22/23	Standard Copies or Prints	0.60
05/23/23	Standard Copies or Prints	39.00
05/31/23	Standard Copies or Prints	12.20
	Total	264.50

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/02/23	Color Copies or Prints	14.00
05/03/23	Color Copies or Prints	19.50
05/07/23	Color Copies or Prints	355.00
05/07/23	Color Copies or Prints	346.50
05/07/23	Color Copies or Prints	1.50
05/08/23	Color Copies or Prints	2.00
05/09/23	Color Copies or Prints	27.00
05/09/23	Color Copies or Prints	103.00
05/10/23	Color Copies or Prints	56.50
05/12/23	Color Copies or Prints	77.50
05/16/23	Color Copies or Prints	0.50
05/23/23	Color Copies or Prints	5.50
05/31/23	Color Copies or Prints	28.00
	Total	1,036.50

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/22/23	Comet Messenger Service Inc – Package delivered from Chicago Office to Slade home.	110.88
04/28/23	Vital Transportation Services Inc - Package delivered from New York Office to Sussberg home. 04/17/2023	130.85
05/21/23	Crown Delivery & Logistics – Package delivered from New York Office to Sussberg home.	165.42
	Total	407.15

Legal Services for the Period Ending May 31, 2023

Invoice Number:

1050082768

BlockFi Inc.

Matter Number:

54119-27

Expenses

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/24/23	Michael B. Slade - Taxi from dinner to hotel re trip to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	21.80
04/24/23	Michael B. Slade - Taxi from hotel to New York office re trip to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	8.40
05/04/23	Rob Jacobson - Taxi from New York office to hotel re trip to New York, NY for Company meetings from May 3 2023 to May 9, 2023.	24.22
05/05/23	Rob Jacobson - Taxi from New York office to hotel re trip to New York, NY for Company meetings from May 3, 2023 to May 9, 2023.	15.94
05/08/23	Rob Jacobson - Taxi from New York office to hotel re trip to New York, NY for Company meetings from May 3, 2023 to May 9, 2023.	15.94
05/18/23	Michael B. Slade - Taxi from hotel to Penn Station re trip to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	30.72
	Total	117.02

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/24/23	Michael B. Slade - Lodging 1 of 3 nights, New York, NY, Travel to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	600.00
04/25/23	Michael B. Slade - Lodging 2 of 3 nights, New York, NY, Travel to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	600.00
04/26/23	Michael B. Slade - Lodging 3 of 3 nights, New York, NY, Travel to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	600.00
05/03/23	Rob Jacobson - Lodging 1 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023	548.57
05/04/23	Rob Jacobson - Lodging 2 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023	548.57
05/05/23	Rob Jacobson - Lodging 3 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023	548.57
05/06/23	Rob Jacobson -Lodging 4 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023	548.57
05/07/23	Rob Jacobson - Lodging 5 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023 05/07/2023	548.57
05/07/23	Michael B. Slade - Lodging 1 of 2 nights, Trenton, NJ and New York, NY, Travel to Trenton, NJ and New York for Company hearing and meetings from May 7, 2023 through May 9, 2023.	182.25
05/08/23	Rob Jacobson - Lodging 6 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023 05/08/2023	548.57
05/08/23	Michael B. Slade - Lodging 2 of 2 nights, Trenton, NJ and New York, NY, Travel to Trenton, NJ and New York for Company hearing and meetings from May 7, 2023 through May 9, 2023.	600.00
05/16/23	Michael B. Slade - Lodging 1 of 2 nights, New York, NY, Travel to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	600.00
05/17/23	Michael B. Slade - Lodging 2 of 2 nights, New York, NY, Travel to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	600.00

Legal Services for the Period Ending May 31, 2023

Invoice Number:

1050082768

BlockFi Inc.

Matter Number:

54119-27

Expenses

05/29/23	Michael B. Slade - Lodging 1 of 2 nights, New York, NY, Travel to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	600.00
05/30/23	Michael B. Slade - Lodging 2 of 2 nights, New York, NY, Travel to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	600.00
	Total	8,273.67

Legal Services for the Period Ending May 31, 2023

Document Page 561 of 621

Invoice Number:

1050082768

BlockFi Inc.

Matter Number:

54119-27

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/19/23	Casey McGushin - Airfare (Coach), one way trip from Chicago, IL to New York, NY, Travel for Company deposition preparation and attend deposition from March 20, 2023 to March 21, 2023.	353.98
04/19/23	Michael B. Slade - Airfare (Reduced to Coach), one way trip from Chicago, IL to Philadelphia, PA, , Travel for Company depositions and meetings from April 24, 2023 through April 26, 2023.	619.89
04/26/23	Michael B. Slade - Airfare (Coach), one way from New York, NY to Chicago, IL, Travel for Company depositions and meetings from April 23, 2023 through April 26, 2023. This line item reflects the return flight exchange for the attorney's return to Chicago, IL on April 26th instead of April 27th.	157.81
05/01/23	Rob Jacobson - Airfare (Coach), round trip from Chicago, IL to New York, NY, Travel for Company meetings from May 3, 2023 to May 9, 2023	475.76
05/04/23	Michael B. Slade - Airfare (Coach), round trip from Chicago, IL to Trenton, NJ and New York, NY, Travel for Company hearing and meetings from May 7, 2023 through May 9, 2023.	847.58
05/11/23	Michael B. Slade - Airfare (Coach), multi-city trip from Chicago, IL to Richmond, Virginia to Trenton, NJ and New York, NY to Chicago, IL, Travel for Company hearing and mediation from May 15, 2023 through May 18, 2023.	776.25
05/22/23	Michael B. Slade - Airfare (Coach), one way trip from Chicago, IL to New York, NY, Travel for Company mediation from June 4, 2023 through June 7, 2023.	649.98
05/24/23	Michael B. Slade - Airfare (Coach), round trip from Chicago, IL to New York, NY, Coach, Travel for Company meetings from May 29, 2023 through May 31, 2023.	812.67
	Total	4,693.92

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/21/23	Vital Transportation Services Inc – Yuri Mushkin (Chief Risk Officer of BlockFi), one way car from New York office to New York Airport for Company meetings and depositions.	50.00
04/24/23	Michael B. Slade - one way car from Slade home to Chicago Airport for Company depositions and meetings from April 24, 2023 through April 26, 2023.	83.00
04/26/23	Michael B. Slade - one way car from Chicago Airport to Slade home for Company depositions and meetings from April 24, 2023 through April 26, 2023.	49.90
04/28/23	VITAL TRANSPORTATION SERVICES INC - Slade Michael, one way car from New York office to New York Airport for Company depositions and meetings. 04/19/2023	50.00
04/28/23	Vital Transportation Services Inc – Richard Howell, one way car from New York office to New York Airport for Company meetings.	50.00
04/30/23	Sunny's Worldwide - Casey McGushin, one way car from New York Airport to hotel for Company meetings.	50.00
04/30/23	Sunny's Worldwide - Michael Slade, one way car from hotel to New York Airport for Company depositions and meetings.	50.00
04/30/23	Windy City Limousine - Richard Howell, one way car from Howell home to Chicago Airport for Company meetings.	50.00
04/30/23	Windy City Limousine - Casey McGushin, one way car from McGushin home to Chicago Airport for Company meetings	50.00
04/30/23	Windy City Limousine - Casey McGushin, one way car from McGushin home to Chicago Airport for Company meetings.	50.00
04/30/23	Windy City Limousine - Richard Howell, one way car from Howell home to Chicago Airport for Company meetings.	50.00
04/30/23	Windy City Limousine - Michael Slade, one way car from Philadelphia Airport to Buchanan Ingersoll & Rooney PC for Company depositions and meetings	141.68
04/30/23	Windy City Limousine - Richard Howell, one way car from Chicago Airport to Howell home for Company meetings.	50.00
04/30/23	Windy City Limousine - Richard Howell, one way car from Howell home to Chicago Airport for Company meetings.	50.00
04/30/23	Windy City Limousine - Richard Howell, one way car from Chicago Airport to Howell home for Company meetings.	50.00
04/30/23	Windy City Limousine - Michael Slade, one way car from Chicago Airport to Slade home for Company meetings.	50.00

Legal Services for the Period Ending May 31, 2023

Invoice Number:

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BlockFi Inc.

Matter Number:

54119-27

Expenses

04/30/23	Windy City Limousine - Richard Howell, one way car from Chicago Airport to Howell home for Company meetings.	50.00
05/03/23	Rob Jacobson - one way car from New York Airport to hotel for Company meetings.	111.44
05/09/23	Rob Jacobson - one way car from hotel to New York Airport for Company meetings.	120.97
05/09/23	Michael B. Slade - one way car from Chicago Airport to Slade home for Company meetings and hearing.	73.30
05/12/23	Boston Coach Corporation - Francis Petrie, round trip car from New York office to Trenton, NJ court for Company hearing on wallet withdrawal.	1,311.78
05/15/23	Sunny's Worldwide - Michael Slade, one way car from Newark Airport to Princeton, NJ hotel for Company hearing.	277.48
05/18/23	Michael B. Slade - one way car from Chicago Airport to Slade home for Company hearing and mediation.	90.86
05/18/23	Michael B. Slade - one way car from Trenton, NJ court to Newark Airport for Company hearing and mediation.	225.87
05/19/23	Vital Transportation Services Inc – Michael Slade, one way car from New York office to Newark Airport for Company hearing.	116.96
05/29/23	Michael B. Slade - one way car from NY Airport to hotel for Company meetings from May 29, 2023 through May 31, 2023.	97.16
05/31/23	Windy City Limousine - Robert Jacobson, one way car from Chicago airport to Jacobson home for Company meetings.	50.00
05/31/23	Windy City Limousine - Robert Jacobson, one way car from Jacobson home to Chicago Airport for Company meetings.	50.00
05/31/23	Michael B. Slade - one way car from Chicago Airport to Slade home for Company meetings from May 29, 2023 through May 31, 2023.	87.61
	Total	3,588.01

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/24/23	Michael B. Slade - Travel Meals, Chicago, IL to Philadelphia, PA for Company depositions and meetings from April 24, 2023 through April 26, 2023.	13.15
04/24/23	Michael B. Slade - Travel Meals, Chicago, IL to Philadelphia, PA for Company depositions and meetings from April 24, 2023 through April 26, 2023.	30.92
04/26/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	15.99
05/07/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023. This dinner included Richard Kanowitz from Haynes and Boone.	60.74
05/08/23	Michael B. Slade - Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023.	37.86
05/08/23	Michael B. Slade - Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023.	60.00
05/09/23	Michael B. Slade - Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023.	18.40
05/09/23	Michael B. Slade - Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023.	52.36
05/16/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	60.00
05/17/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	60.00
05/18/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023	42.75
05/18/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023	12.12
05/29/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	60.00

Legal Services for the Period Ending May 31, 2023

Invoice Number:

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54119-27

Expenses

05/30/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	26.18
05/30/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	60.00
05/31/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	23.84
	Total	634.31

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC – M. Slade purchase of certified copies of deposition transcripts re Rob Loban and Michelle Henry	2,412.48
04/14/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 certified copy of deposition transcript re Zac Prince.	1,795.90
04/17/23	MAGNA LEGAL SERVICES LLC - TRF MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 certified copy of deposition transcript re David Spack.	1,003.45
04/21/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 certified copy of deposition transcript re Flori Marquez.	1,861.10
04/21/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 original and 1 certified copy of deposition transcript re Amit Cheela.	2,787.81
04/25/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 certified copy of deposition transcript re Yuri Mushkin.	1,756.35
05/10/23	MAGNA LEGAL SERVICES LLC – M. Slade purchase of 1 certified copy of deposition transcript re Rene Van Kesteren.	1,468.80
05/10/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC – M. Slade purchase of 1 original and 1 certified copy of deposition transcript re Rene Van Kesteren.	1,683.50
05/11/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC – M. Slade purchase of 1 original and 1 certified copy of deposition transcript re Jennifer Hill.	2,162.01
05/11/23	MAGNA LEGAL SERVICES LLC - TRF MAGNA LEGAL SERVICES LLC – M. Slade purchase of 1 certified copy of deposition transcript re Jennifer Hill.	1,638.32
	Total	18,569.72

Legal Services for the Period Ending May 31, 2023

Invoice Number:

1050082768

BlockFi Inc.

Matter Number:

54119-27

Expenses

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/28/23	DELOITTE TRANSACTIONS & BUS ANALYTICS - Discovery related expenses for BlockFi re Deloitte consulting services.	66,789.91
05/03/23	Precision Reporters LLC – M. Slade request of professional services related to expedited copies re Company and A. Cheela documents.	1,650.00
05/15/23	CRA INTERNATIONAL INC - Consulting Firm - Professional, Fees re research, document review, solvency analysis and presentations, telephone conferences with counsel and Company, and related analyses re same through 05/1/2023.	361,789.50
	Total	430,229.41

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	FLIK - BlockFi Inc.3/8/2023	20.00
03/01/23	FLIK - BlockFi Inc.3/21/2023	32.00
03/01/23	FLIK - BlockFi Inc.3/13/2023	56.00
03/01/23	FLIK - BlockFi Inc.3/8/2023	180.00
03/01/23	FLIK - BlockFi Inc.3/17/2023	80.00
03/01/23	FLIK - BlockFi Inc.3/23/2023	240.00
03/01/23	FLIK - BlockFi Inc.3/16/2023	144.00
03/01/23	FLIK - BlockFi Inc.3/30/2023	168.00
03/01/23	FLIK - BlockFi Inc.3/21/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/19/2023	40.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	32.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	32.00
04/01/23	FLIK - BlockFi Inc.4/12/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/11/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/4/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	40.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	80.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	40.00
04/01/23	FLIK - BlockFi Inc.4/11/2023	48.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	192.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/13/2023	240.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	64.00
04/01/23	FLIK - BlockFi Inc.4/11/2023	280.00
04/01/23	FLIK - BlockFi Inc.4/27/2023	250.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	192.00
04/01/23	FLIK - BlockFi Inc.4/25/2023	240.00
04/01/23	FLIK - BlockFi Inc.4/18/2023	96.00
04/01/23	FLIK - BlockFi Inc.4/12/2023	80.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	64.00
04/01/23	FLIK - BlockFi Inc.4/26/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/4/2023	108.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	80.00

Legal Services for the Period Ending May 31, 2023

Invoice Number:

1050082768

BlockFi Inc.

Matter Number:

54119-27

Expenses

04/01/23	FLIK - BlockFi Inc.4/10/2023	32.00
04/01/23	FLIK - BlockFi Inc.4/17/2023	24.00
04/01/23	FLIK - BlockFi Inc.4/26/2023	96.00
04/01/23	FLIK - BlockFi Inc.4/3/2023	192.00
	Total	5,982.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Isabella Parette	58.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by David Hackel	2,905.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Brian Nakhaimousa	278.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Rob Jacobson	10.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Lucas Spangler	131.00
04/30/23	RELX Inc DBA LexisNexis - Courtlink Usage for 04/2023 by Katie Welch	8.67
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Isabella Parette	151.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by David Hackel	32.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Trevor Eck	140.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Jimmy Ryan	171.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Michael Koch	20.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Brian Nakhaimousa	40.00
	Total	3,944.67

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 4/13/2023	249.53
04/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/13/2023	753.43
04/14/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/14/2023	51.96
04/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 4/17/2023	25.98
04/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/18/2023	285.79
04/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ben-Shahar, Ziv on 4/19/2023	78.02
04/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 4/19/2023	25.98
04/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 4/19/2023	129.90
04/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/19/2023	207.84
04/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/20/2023	25.98
04/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ben-Shahar, Ziv on 4/20/2023	190.54
04/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 4/23/2023	52.02
04/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 4/24/2023	52.02
04/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 4/28/2023	63.04
04/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 4/29/2023	52.02
05/01/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 5/1/2023	23.33
05/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ben-Shahar, Ziv on 5/4/2023	46.71
05/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 5/4/2023	23.33
05/16/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 5/16/2023	139.98

05/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 5/18/2023	23.33
05/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Burton, Brenda on 5/19/2023	93.43
05/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 5/22/2023	93.32
05/30/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Bowsher, Megan on 5/30/2023	233.56
	Total	2,921.04

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/11/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/11/2023 by Sarah Margolis	155.15
04/17/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/17/2023 by Katie Welch	81.83
04/18/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/18/2023 by Katie Welch	409.13
04/19/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/19/2023 by Sarah Margolis	414.56
04/20/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/20/2023 by Katie Welch	327.30
04/23/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/23/2023 by Katie Welch	409.11
05/04/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/4/2023 by David Hackel	57.71
05/11/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/11/2023 by Katie Welch	46.07
05/16/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/16/2023 by Michael Koch	258.58
05/19/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/19/2023 by Brenda Burton	121.06
05/31/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/31/2023 by Chloe Tremblay	132.29
05/31/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/31/2023 by Michael Koch	51.72
	Total	2,464.51

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/09/22	Isabella J. Paretti - Taxi, OT car transfer from office to home.	38.02
12/14/22	Isabella J. Paretti - Taxi, OT car transfer from office to home.	31.41
12/14/22	Isabella J. Paretti - Taxi, OT car transfer from office to home.	29.80
12/16/22	Isabella J. Paretti - Taxi, OT car transfer from office to home.	42.71
01/06/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	36.76
01/10/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	35.51
01/12/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	35.44
01/25/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	34.53
01/25/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	63.10
01/26/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	35.31
03/03/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	38.14
03/09/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	40.24
04/20/23	Francis Petrie - Taxi, OT car transfer from office to home.	23.66
05/02/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.95
05/04/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.92
05/05/23	Margaret Reiney - Taxi, OT car transfer from office to home.	12.94
05/06/23	Margaret Reiney - Taxi, OT car transfer from office to home.	16.83
05/08/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.36
05/08/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.92
05/11/23	Francis Petrie - Taxi, OT car transfer from office to home.	16.97
05/11/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.34
05/11/23	Jimmy Ryan - Taxi, OT round trip car transfer from home to office.	22.21
	Total	622.07

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/16/23	GRUBHUB HOLDINGS INC - Eck Trevor 4/11/2023 OT Meal	21.89
04/23/23	GRUBHUB HOLDINGS INC - Petrie Francis 4/18/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Reiney Margaret 4/27/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Petrie Francis 4/27/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Nakhaimousa Brian 4/27/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Petrie Francis 4/26/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Nakhaimousa Brian 4/25/2023 OT Meal	36.54
05/04/23	Francis Petrie 05/04/2023 OT Meal	40.00
05/06/23	Margaret Reiney- 05/06/2023 OT Meal with: B. Nakhaimousa and R. Jacobson	66.29
05/06/23	Francis Petrie 05/06/2023 OT Meal with M. Reiney	49.53
05/07/23	GRUBHUB HOLDINGS INC - Paretti Isabella J. 5/5/2023 OT Meal	40.00
05/07/23	Francis Petrie 05/07/2023 OT Meal with I. Paretti, M. Reiney, and R. Jacobson	140.45
05/07/23	Margaret Reiney 05/07/2023 OT Meal with F. Petrie and R. Jacobson	47.74
05/10/23	Francis Petrie 05/10/2023 OT Meal	40.00
05/14/23	GRUBHUB HOLDINGS INC - Petrie Francis 5/11/2023 OT Meal	39.86
05/14/23	GRUBHUB HOLDINGS INC - Koch Mike James 5/11/2023 OT Meal	39.86
05/14/23	GRUBHUB HOLDINGS INC - Reiney Margaret 5/11/2023 OT Meal	39.86
05/14/23	GRUBHUB HOLDINGS INC - Nakhaimousa Brian 5/11/2023 OT Meal	39.85
05/14/23	GRUBHUB HOLDINGS INC - Ryan Jimmy 5/11/2023 OT Meal	39.86
05/23/23	Margaret Reiney 05/23/2023 OT Meal with F. Petrie	40.00
	Total	921.73

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/01/23	FEDERAL EXPRESS - 771970674799	61.59
05/08/23	FEDERAL EXPRESS - 772004213168	54.78
	Total	116.37

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/23	PACER Usage for 04/2023	60.90
04/01/23	PACER Usage for 04/2023	12.10
	Total	73.00
TOTAL EXPENSES		\$ 484,875.60

June 2023

Document Page 579 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082791
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through June 30, 2023
(see attached Description of Expenses for detail)

\$ 49,236.45

Total expenses incurred

\$ 49,236.45

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	8.00
Standard Copies or Prints	685.90
Color Copies or Prints	1,467.00
Outside Messenger Services	36.96
Travel Expense	1,800.00
Airfare	55.93
Transportation to/from airport	298.58
Travel Meals	185.49
Filing Fees	574.74
Outside Computer Services	31,820.99
Catering Expenses	7,444.00
Computer Database Research	464.00
Westlaw Research	1,993.59
LexisNexis Research	1,054.24
Overtime Transportation	150.17
Overtime Meals - Attorney	369.45
Overnight Delivery - Hard	554.01
Computer Database Research - Soft	273.40
Total	\$ 49,236.45

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Michael B. Slade - in flight wifi, Travel to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	8.00
	Total	8.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/02/23	Standard Copies or Prints	240.00
06/02/23	Standard Copies or Prints	15.40
06/04/23	Standard Copies or Prints	14.30
06/04/23	Standard Copies or Prints	163.80
06/05/23	Standard Copies or Prints	2.20
06/07/23	Standard Copies or Prints	1.20
06/22/23	Standard Copies or Prints	6.70
06/23/23	Standard Copies or Prints	161.00
06/26/23	Standard Copies or Prints	0.50
06/28/23	Standard Copies or Prints	4.40
06/29/23	Standard Copies or Prints	13.10
06/29/23	Standard Copies or Prints	4.00
06/29/23	Standard Copies or Prints	58.80
06/30/23	Standard Copies or Prints	0.50
	Total	685.90

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/02/23	Color Copies or Prints	28.50
06/02/23	Color Copies or Prints	246.00
06/04/23	Color Copies or Prints	33.00
06/04/23	Color Copies or Prints	497.50
06/05/23	Color Copies or Prints	62.00
06/14/23	Color Copies or Prints	66.00
06/23/23	Color Copies or Prints	257.50
06/27/23	Color Copies or Prints	38.50
06/27/23	Color Copies or Prints	1.00
06/28/23	Color Copies or Prints	3.00
06/29/23	Color Copies or Prints	5.50
06/29/23	Color Copies or Prints	136.50
06/30/23	Color Copies or Prints	91.50
06/30/23	Color Copies or Prints	0.50
	Total	1,467.00

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/03/23	Comet Messenger Service Inc - (Package) delivered from Chicago Office to Slade home.	36.96
	Total	36.96

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Michael B. Slade - Lodging 1 of 3 nights, New York, NY, Travel to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	600.00
06/05/23	Michael B. Slade - Lodging 2 of 3 nights, New York, NY, Travel to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	600.00
06/06/23	Michael B. Slade - Lodging 3 of 3 nights, New York, NY, Travel to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	600.00
	Total	1,800.00

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082791

BlockFi Inc.

Matter Number:

54119-27

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/06/23	Michael B. Slade - Airfare (Coach), one way trip from New York, NY to Chicago, IL, Coach, Travel for Company mediation from June 4, 2023 through June 7, 2023. This line item reflects the difference paid for the first return flight exchange. The second return flight exchange was an even exchange.	55.93
	Total	55.93

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Michael B. Slade - one way car from Slade home to Chicago Airport for Company mediation from June 4, 2023 through June 7, 2023.	34.79
06/07/23	Michael B. Slade - one way car from hotel to New York Airport for Company mediation from June 4, 2023 through June 7, 2023.	101.25
06/07/23	Michael B. Slade - one way car from Chicago Airport to Chicago office for Company mediation from June 4, 2023 through June 7, 2023.	112.54
06/09/23	Vital Transportation Services Inc – Michael Slade, one way car from New York office to New York Airport for Company meetings and mediation.	50.00
	Total	298.58

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082791

BlockFi Inc.

Matter Number:

54119-27

Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	60.00
06/05/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	52.97
06/06/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	60.00
06/07/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	12.52
	Total	185.49

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/06/23	Julia R. Foster - Julia R. Foster, Filing Fees, Pro hac payment to NJ Attorney Fund for Client Protection - 06/06/2023	287.37
06/07/23	Julia R. Foster - Julia R. Foster, Filing Fees, 2023 NJ Attorney Fund payment for Francis Petrie, 06/07/2023	287.37
	Total	574.74

Outside Computer Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/20/23	Deloitte Transactions and Business Analytics LLP - Discovery Services Project Hound April 2023.	31,820.99
	Total	31,820.99

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	FLIK - BlockFi Inc.6/23/2023	140.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	336.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	300.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	270.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	144.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	18.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	80.00
06/01/23	FLIK - BlockFi Inc.6/26/2023	72.00
06/01/23	FLIK - BlockFi Inc.6/27/2023	96.00
06/01/23	FLIK - BlockFi Inc.6/27/2023	64.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	480.00
06/01/23	FLIK - BlockFi Inc.6/26/2023	48.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	72.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	360.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	80.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	80.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	360.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	24.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	140.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	240.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	600.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	140.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	240.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	250.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	360.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	168.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	108.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	240.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	720.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	250.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	96.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	240.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	250.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	360.00

06/01/23	FLIK - BlockFi Inc.6/6/2023	18.00
	Total	7,444.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Jimmy Ryan	146.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Brian Nakhaimousa	20.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Sarah Margolis	93.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by David Hackel	205.00
	Total	464.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tremblay, Chloe on 6/2/2023	57.22
06/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tremblay, Chloe on 6/5/2023	95.35
06/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tremblay, Chloe on 6/6/2023	95.35
06/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 6/6/2023	38.15
06/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Comiskey, Aislinn on 6/6/2023	38.15
06/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Comiskey, Aislinn on 6/7/2023	38.15
06/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 6/8/2023	114.43
06/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 6/12/2023	152.57
06/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ryan, Jimmy on 6/21/2023	160.70
06/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caputo, Joseph on 6/26/2023	351.85
06/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caputo, Joseph on 6/27/2023	87.96
06/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Flaherty, Connor on 6/28/2023	234.29
06/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caputo, Joseph on 6/28/2023	70.37
06/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 6/28/2023	38.15
06/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 6/29/2023	166.17
06/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 6/29/2023	6.06
06/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 6/29/2023	38.15

06/30/23	THOMSON REUTERS - WEST PUBLISHING CORP -	210.52
	WESTLAW Research Charges by Koch, Michael on 6/30/2023	
	Total	1,993.59

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/1/2023 by Chloe Tremblay	93.63
06/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/1/2023 by Aislinn Comiskey	155.14
06/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/1/2023 by Christina Aldime	62.42
06/05/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/5/2023 by Christina Aldime	31.20
06/05/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/5/2023 by Aislinn Comiskey	206.87
06/06/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/6/2023 by Sarah Margolis	289.79
06/07/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/7/2023 by Christina Aldime	31.20
06/21/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/21/2023 by Jimmy Ryan	28.85
06/29/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/29/2023 by Sarah Margolis	103.43
06/30/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/30/2023 by Michael Koch	51.71
	Total	1,054.24

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/05/23	Francis Petrie - Taxi, OT car transfer from office to home.	14.90
06/05/23	Josh Sussberg, P.C. - Uber, OT car transfer from office to home.	107.47
	06/05/2023	
06/06/23	Sarah R. Margolis - Taxi, OT car transfer from office to home.	27.80
	06/06/2023	
	Total	150.17

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	Sarah R. Margolis 06/01/2023 OT Meal	12.37
06/05/23	Margaret Reiney 06/05/2023 OT Meal with -J. Ryan, I. Paretti, M. Koch, B. Nakhaimousa, S. Margolis, and R. Jacobson,	280.00
06/06/23	Sarah R. Margolis 06/06/2023 OT Meal	26.13
06/08/23	Francis Petrie 06/08/2023 OT Meal	35.11
06/20/23	Francis Petrie 06/20/2023 OT Meal	15.84
	Total	369.45

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/12/23	FEDERAL EXPRESS - 772331347609	244.69
06/12/23	FEDERAL EXPRESS - 525003935440	54.54
06/12/23	FEDERAL EXPRESS - 525003935430	37.47
06/26/23	FEDERAL EXPRESS - 772508697002	217.31
	Total	554.01

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	PACER Usage for 06/2023	175.50
06/01/23	PACER Usage for 06/2023	9.80
06/01/23	PACER Usage for 06/2023	13.20
06/01/23	PACER Usage for 06/2023	74.70
06/01/23	PACER Usage for 06/2023	0.20
	Total	273.40
TOTAL EXPENSES		\$ 49,236.45

July 2023

Document Page 602 of 621
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

September 19, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050084089

Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through July 31, 2023
(see attached Description of Expenses for detail)

\$ 16,372.12

Total expenses incurred

\$ 16,372.12

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	18.99
Standard Copies or Prints	134.80
Color Copies or Prints	249.50
Outside Messenger Services	593.25
Local Transportation	3,690.05
Travel Expense	3,600.00
Airfare	1,557.81
Transportation to/from airport	3,172.96
Travel Meals	230.21
Professional Fees	295.00
Working Meals/K&E Only	520.00
Catering Expenses	336.00
Computer Database Research	568.53
LexisNexis Research	451.17
Overtime Transportation	76.16
Overtime Meals - Attorney	535.44
Overnight Delivery - Hard	100.75
Computer Database Research - Soft	241.50
Total	\$ 16,372.12

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/29/23	Josh Sussberg, P.C. - Internet access while travelling 07/29/2023	18.99
	Total	18.99

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/05/23	Standard Copies or Prints	26.50
07/08/23	Standard Copies or Prints	4.90
07/11/23	Standard Copies or Prints	0.60
07/12/23	Standard Copies or Prints	9.20
07/12/23	Standard Copies or Prints	54.60
07/12/23	Standard Copies or Prints	29.80
07/12/23	Standard Copies or Prints	0.40
07/13/23	Standard Copies or Prints	0.80
07/13/23	Standard Copies or Prints	1.70
07/19/23	Standard Copies or Prints	6.30
	Total	134.80

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/03/23	Color Copies or Prints	5.00
07/08/23	Color Copies or Prints	2.50
07/11/23	Color Copies or Prints	0.50
07/12/23	Color Copies or Prints	134.00
07/12/23	Color Copies or Prints	10.00
07/12/23	Color Copies or Prints	37.00
07/19/23	Color Copies or Prints	55.00
07/19/23	Color Copies or Prints	5.50
	Total	249.50

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/16/23	CROWN DELIVERY & LOGISTICS - Courier Deliveries from New York, NY to J. Sussberg re hearing pleadings.	593.25
	Total	593.25

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084089

BlockFi Inc.

Matter Number:

54119-27

Expenses

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/12/23	Chloe Reum - Taxi, travel to and from office to the prosecutor's office downtown.	93.27
07/12/23	Chloe Reum - Taxi, travel to and from office to the prosecutor's office downtown. .	94.93
07/13/23	Francis Petrie - Taxi, Transportation to Penn Station (Amtrak)	18.96
07/13/23	Jimmy Ryan - Taxi, Travel to Office re Hearing in NJ	12.35
07/14/23	BOSTON COACH CORPORATION - Christine Okike - TRF Round trip transportation from home to Bankruptcy Court on 7/13/2023 for July 13 hearing.	1,079.82
07/14/23	BOSTON COACH CORPORATION - Joshua A Sussberg – TRF Round trip transportation from home to Bankruptcy Court on 7/13/23 for July 13 hearing.	1,148.28
07/21/23	Jimmy Ryan – Round trip ground transportation for Jimmy Ryan, Mike James Koch, and return trip for Francis Petrie, from New York, NY to Trenton, NJ for July 13 hearing.	1,242.44
	Total	3,690.05

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/22/23	Michael B. Slade - Lodging, New York, NY, Four-day travel to New York City for client mediation, meetings and deposition. Dates of travel: June 20, 2023 through June 23, 2023.	600.00
06/26/23	Rob Jacobson - Lodging, New York, NY, Client meeting.	600.00
06/27/23	Rob Jacobson – Lodging, New York, NY, Client meeting.	600.00
07/10/23	Michael B. Slade - Lodging, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	600.00
07/11/23	Michael B. Slade - Lodging, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	600.00
07/12/23	Michael B. Slade - Lodging, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023. 07/12/2023	600.00
	Total	3,600.00

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084089

BlockFi Inc.

Matter Number:

54119-27

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/23	Michael B. Slade - Airfare (Coach), Chicago, IL to New York, NY, Four-day travel to New York City for client mediation, meetings and deposition. Dates of travel: June 20, 2023 through June 23, 2023.	275.20
06/25/23	Rob Jacobson - Airfare (Coach), Chicago, IL to New York, NY, Client meeting. 06/25/2023	811.05
06/27/23	Michael B. Slade – Airfare (Coach), Chicago, IL to New York, NY; Princeton, NJ, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Official dates of travel: July 10, 2023 through July 14, 2023. 06/27/2023	429.56
07/11/23	Francis Petrie - Rail, Transportation, Trenton, NJ to New York, NY for Omnibus hearing. 07/11/2023	21.00
07/13/23	Michael B. Slade - Rail, Transportation Trenton, NJ to New York, NY for July hearing. Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Official dates of travel: July 10, 2023 through July 14, 2023. 07/13/2023	21.00
	Total	1,557.81

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/23	Casey McGushin - Travel from MDW airport to home on 03/21/2023.	150.70
03/31/23	Richard Howell - Travel from ORD airport to home on 03/26/2023	124.22
03/31/23	Michael Slade - Travel from ORD airport to office, Kirkland & Ellis 300 North La Salle Street Chicago, IL 03/22/2023	124.22
03/31/23	Casey McGushin - Travel from home to MDW airport on 03/15/2023	146.70
03/31/23	Richard Howell – Travel from home to ORD airport 03/21/2023.	120.22
05/26/23	Joshua A Sussberg - Round trip travel from residence to Bankruptcy Court (Trenton, NJ) for May 18 hearing.	910.73
06/15/23	Michael Slade - Travel from LGA airport to New York office for mediation. 06/04/2023.	90.80
06/30/23	Michael Slade - Return travel from Kirkland & Ellis New York Office to Newark Airport 06/23/2023	104.70
07/10/23	Michael B. Slade - Transportation To/From Airport, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Official dates of travel: July 10, 2023 through July 14, 2023.	109.44
07/21/23	Joshua A Sussberg - Ground transportation from residence to Artio Global Management (New York, N.Y.) for meeting.	1,126.60
07/21/23	Joshua A Sussberg - Ground transportation from New York office to residence.	164.63
	Total	3,172.96

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084089

BlockFi Inc.

Matter Number:

54119-27

Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/22/23	Michael B. Slade - Travel Meals, New York, NY, Four-day travel to New York City for client mediation, meetings and deposition. Dates of travel: June 20, 2023 through June 23, 2023.	60.00
06/23/23	Michael B. Slade - Travel Meals, Newark, NJ, Four-day travel to New York City for client mediation, meetings and deposition. Dates of travel: June 20, 2023 through June 23, 2023.	26.65
07/10/23	Michael B. Slade - Travel Meals, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	60.00
07/12/23	Michael B. Slade - Travel Meals, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	60.00
07/12/23	Michael B. Slade - Travel Meals, New York, NY, Five-day travel to New York City and New Jersey for client hearing, meetings and depositions. Dates of travel: July 10, 2023 through July 14, 2023.	23.56
	Total	230.21

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/20/23	Lexitas - Cancellation fee - Stenographer.	295.00
	Total	295.00

Working Meals/K&E Only

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/26/23	Margaret Reiney - Working Meal/K and E Only, - Meal, OT. BlockFi. Margaret Reiney, Rob Jacobson, Francis Petrie, Jimmy Ryan, Mike James Koch 06/26/2023	200.00
06/27/23	Margaret Reiney - Working Meal/K and E Only, OT. Margaret Reiney, Rob Jacobson, Francis Petrie, Jimmy Ryan, Mike James Koch, Brian Nakhaimousa, Trevor Eck 06/27/2023	320.00
	Total	520.00

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/01/23	FLIK - BlockFi Inc. Team meetings. 5/11/2023	72.00
05/01/23	FLIK - BlockFi Inc. Team meetings. 5/30/2023	224.00
05/01/23	FLIK - BlockFi Inc. Team meetings. 5/9/2023	40.00
	Total	336.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/23	LEXISNEXIS RISK SOLUTIONS - Accurint Usage for 05/2023	66.22
05/31/23	LEXISNEXIS RISK SOLUTIONS - Accurint Usage for 05/2023	64.31
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Sarah Margolis	18.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Isabella Paretti	144.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Trevor Eck	41.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Jimmy Ryan	133.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Michael Koch	79.00
07/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 06/2023 by Brian Nakhaimousa	23.00
	Total	568.53

Legal Services for the Period Ending July 31, 2023

Invoice Number:

1050084089

BlockFi Inc.

Matter Number:

54119-27

Expenses

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/1/2023 by Sarah Margolis	51.72
07/03/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/3/2023 by Sarah Margolis	74.01
07/04/23	RELX Inc DBA LexisNexis - LexisNexis Research on 7/4/2023 by Sarah Margolis	325.44
	Total	451.17

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/26/23	Francis Petrie - Taxi, OT transportation. 06/26/2023.	12.97
06/28/23	Francis Petrie - Taxi, OT transportation. Attorney worked past 12 AM on 6/27. 06/28/2023.	11.99
07/12/23	Francis Petrie - Taxi, OT transportation. 07/12/2023.	16.96
07/13/23	Francis Petrie - Taxi, OT transportation. 07/13/2023.	20.28
07/27/23	Francis Petrie - Taxi, OT transportation. 07/27/2023.	13.96
	Total	76.16

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/08/23	Francis Petrie - Overtime Meal with associates. Francis Petrie, Isabella J. Paretti, Rob Jacobson, Margaret Reiney 05/08/2023	160.00
06/11/23	Francis Petrie - Overtime Meal - 6/6/2023	40.00
06/21/23	Francis Petrie - Overtime Meal - Francis Petrie 06/21/2023.	40.00
07/02/23	Joe Caputo - Overtime Meal on 6/26/2023.	33.60
07/02/23	Trevor Eck – Overtime Meal on 6/29/2023.	40.00
07/02/23	Isabella J. Paretti - Overtime Meal on 6/28/2023.	40.00
07/11/23	Francis Petrie - Overtime Meal on -. 07/11/2023	22.47
07/12/23	Chloe Reum - Overtime Meal on - 07/12/2023	36.84
07/13/23	Francis Petrie - Overtime Meal on - 7/13/2023	27.83
07/26/23	Francis Petrie - Overtime Meals - Francis Petrie, Margaret Reiney, Brian Nakhaimousa 07/26/2023	94.70
	Total	535.44

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/17/23	FEDERAL EXPRESS - 772675412280	54.43
07/17/23	FEDERAL EXPRESS - 772736704220	46.32
	Total	100.75

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/23	PACER Usage for 07/2023	79.80
07/01/23	PACER Usage for 07/2023	7.90
07/01/23	PACER Usage for 07/2023	127.30
07/01/23	PACER Usage for 07/2023	22.50
07/01/23	PACER Usage for 07/2023	4.00
	Total	241.50
TOTAL EXPENSES		\$ 16,372.12